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February 5, 2010

**VIA HAND DELIVERY**

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

**RECEIVED**

FEB 05 2010

**PUBLIC SERVICE  
COMMISSION**

**RE: Louisville Gas and Electric Company and Kentucky Utilities Company 2009  
Application for Approval of Purchased Power Agreements and Recovery of  
Associated Costs  
Case No. 2009-00353**

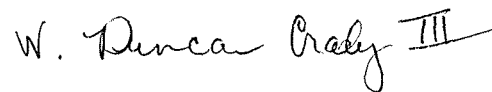
Dear Mr. DeRouen:

Please find enclosed and accept for filing the original and ten copies of the Third Supplemental Response of Louisville Gas and Electric Company and Kentucky Utilities Company to the Initial Requests for Information of Joint Intervenors Attorney General and Kentucky Industrial Utility Customers, dated December 21, 2009, in the above-cited matter. The Third Supplemental Response concerns Question No. 20 of the Initial Requests, and provides additional documents responsive to the request, as well as a privilege log describing the responsive documents the Companies are not producing on the ground of attorney-client or work product privilege. Because the responsive documents and privilege log are voluminous, they are being provided to the Commission on a disc. A number of the documents provided on the disc are confidential and are being filed pursuant to the Petition for Confidential Protection filed in this proceeding on January 6, 2010. The confidential version of the disc is attached to the original of the Third Supplemental Response; a redacted disc is attached to each of the ten copies of the Third Supplemental Response.

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

Jeff DeRouen  
February 5, 2010  
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Yours very truly,

A handwritten signature in cursive script that reads "W. Duncan Crosby III". The signature is written in black ink and includes a horizontal line at the end.

W. Duncan Crosby III

WDC:ec  
cc: Parties of Record

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

FEB 05 2010

PUBLIC SERVICE  
COMMISSION

In the Matter of:

APPLICATION OF LOUISVILLE GAS AND )  
ELECTRIC COMPANY AND KENTUCKY ) CASE NO.  
UTILITIES COMPANY FOR APPROVAL OF ) 2009-00353  
PURCHASED POWER AGREEMENTS AND )  
RECOVERY OF ASSOCIATED COSTS )

THIRD SUPPLEMENTAL RESPONSE OF  
LOUISVILLE GAS AND ELECTRIC COMPANY  
AND  
KENTUCKY UTILITIES COMPANY  
TO JOINT INTERVENORS' INITIAL DATA REQUEST  
DATED DECEMBER 21, 2009

FILED: February 5, 2010

**LOUISVILLE GAS AND ELECTRIC COMPANY  
AND  
KENTUCKY UTILITIES COMPANY**

**Response to Joint Intervenors' Initial Data Request  
Dated December 21, 2009**

**Case No. 2009-00353**

**Question No. 20**

**Witness: Counsel**

Q-20. Please provide all memos, emails, or other documents in the possession of the Companies which discuss, describe or relate to the wind power contracts.

A-20. **Original response:**

To the extent that the request for the production of documents is overly broad and unduly burdensome and seeks the production of documents that are irrelevant to the issues in this case or are privileged, objections are made to the request. Without waiver of these objections, please see the over 600 documents, produced in electronic format, that have been identified within the time permitted for this response and that are responsive to the request. Counsel for LG&E and KU is continuing to undertake a reasonable and diligent search for other such documents and will seasonably supplement this response through a rolling production of documents until the hearing in this case. Please note that the Companies are seeking confidential protection for portions of certain documents being provided hereunder. Also a privilege log concerning documents responsive to this request, but which the Companies are not providing on the ground that they are exempt from production will be subsequently provided in a supplemental response. This log will be supplemented as appropriate with the production of other documents or completion of the search. Counsel for LG&E and KU will update counsel for the AG and KIUC on a weekly basis on the status of the production of further documents.

**Supplemental response:**

LG&E and KU incorporate by reference the objections stated above. Without waiving those objections, attached to this response are discs containing additional responsive documents totaling more than 37,000 pages. Including the Companies' original production, the Companies have produced over 39,000 pages in response to this request to date. The Companies provided a portion of these documents to

the AG and KIUC on Monday, January 11, 2010; the AG and KIUC should receive the remainder of these documents by overnight delivery to arrive today, Wednesday, January 13, 2010.

Please note that the Companies are seeking confidential protection for certain documents being provided hereunder pursuant to the Petition for Confidential Protection the Companies filed in this proceeding on January 6, 2010.

The Companies' counsel presently anticipates being able to complete document review and production, including the production of a privilege log, by Wednesday, January 20, 2010.

**Second supplemental response:**

LG&E and KU incorporate by reference the objections stated above. Without waiving those objections, attached to this response are discs containing additional responsive documents totaling more than 56,000 pages. Including the Companies' original production, the Companies have produced over 95,000 pages in response to this request to date. The Companies are sending the AG and KIUC a confidential, unredacted copy of this response and the attached documents by overnight delivery, which they should receive on Thursday, January 21.

Please note that the Companies are seeking confidential protection for certain documents being provided hereunder pursuant to the Petition for Confidential Protection the Companies filed in this proceeding on January 6, 2010.

The Companies' counsel presently anticipates being able to complete a privilege log by Friday, January 29, 2010.

**Third supplemental response:**

LG&E and KU incorporate by reference the objections stated above. Without waiving those objections, attached to this response is a disc containing additional responsive documents totaling almost 600 pages. Including this final set of produced documents, the Companies have produced over 95,000 pages in response to this request. The Companies are sending the AG and KIUC a confidential, unredacted copy of this response and the attached documents by overnight delivery, which they should receive on Monday, February 8.

Please note that the Companies are seeking confidential protection for certain documents being provided hereunder pursuant to the Petition for Confidential Protection the Companies filed in this proceeding on January 6, 2010.

Also included on the attached disc is a privilege log describing the responsive documents the Companies are not producing on the ground of attorney-client or work product privilege.