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November 19, 2009

RECEIVED

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**PUBLIC SERVICE
COMMISSION**

Jeff Derouen
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, KY 40602

Re: Kentucky Utilities Company

2009-00449

Dear Mr. Derouen:

Enclosed for filing please find the original and ten copies of the Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations. We are also simultaneously filing a Motion for Deviation from Rules and for Incorporation by Reference. An extra copy of the Application and the Motion are enclosed to be file stamped and returned to the undersigned.

Please do not hesitate to contact me if you have any questions or require additional information.

Very truly yours,

J. Wade Hendricks

JWH/dvg

Enclosure

cc: Dennis Howard, II, Esq.
Daniel Arbough
Lonnie Bellar
Rick Lovekamp
John Fendig, Esq.
Allyson K. Sturgeon, Esq.
John Wiedmar
Don Harris
400001.135909/603918.1

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF KENTUCKY)
UTILITIES COMPANY FOR AN ORDER)
AUTHORIZING THE ISSUANCE OF) CASE NO. 2009-00449
SECURITIES AND THE ASSUMPTION OF)
OBLIGATIONS)

APPLICATION

Kentucky Utilities Company ("KU" or the "Company") hereby requests, pursuant to KRS 278.300, that the Commission authorize the issuance of securities, assumption of obligations and entrance into all necessary agreements and other documents relating thereto as more fully described herein. Specifically, KU requests authority to obtain long-term debt financing from an affiliate within the E.ON AG ("E.ON") holding company system. In support of this Application, KU states as follows:

1. The Company's full name is Kentucky Utilities Company. The post office address of the Company is One Quality Street, Lexington, Kentucky 40507. KU is a Kentucky and a Virginia corporation, a utility as defined by KRS 278.010(3)(a), and as of August 31, 2009 provides retail electric service to approximately 512,000 customers in seventy-seven counties in Kentucky, 30,000 customers in southwestern Virginia and five customers in Tennessee. A description of KU's properties is set out in Exhibit 1 to this Application. A certified copy of the Company's Articles of Incorporation was filed with the Commission in Case No. 2005-00471 (*In the Matter of: The Application of Louisville Gas and Electric Company and Kentucky Utilities Company for Authority to Transfer Functional Control of their Transmission System*) and is incorporated by reference herein pursuant to 807 KAR 5:001, Section 8(3).

2. KU obtains financing through numerous sources of capital, including the form of debt that is the subject of this Application. KU does not assign specific financing to any particular project or use, and does not project finance capital projects. All components of KU's capital structure are used to fund capital expenditures. Thus the uses cited below are general reasons for KU's need for debt financing, rather than projects for which the financing will be required.

3. KU anticipates incurring capital expenditures during calendar year 2010 for pollution control facilities at the Company's Ghent Generating Station in Carroll County, Kentucky and the Company's E.W. Brown Generating Station in Mercer County, Kentucky (the "Pollution Control Project"). The Pollution Control Project is described in the previously filed construction contract (the "Construction Contract") which, by Motion filed concurrently herewith, KU is requesting be incorporated by reference, and in Case No. 2004-00426 (*In the Matter of: The Application of Kentucky Utilities Company for a Certificate of Public Convenience and Necessity to Construct Flue Gas Desulfurization Systems and Approval of its 2004 Compliance Plan for Recovery by Environmental Surcharge*).¹ During 2010, KU anticipates incurring up to \$119 million in construction costs in connection with the Pollution Control Project.²

¹ The Commission granted the requested Certificate of Public Convenience and Necessity for the Ghent and Brown Generating Stations by Order dated June 20, 2005, in Case No. 2004-00426. By Order dated December 22, 2006 in Case No. 2006-00493 (*In the Matter of: Application of Kentucky Utilities Company to Modify Certain Certificates of Public Convenience and Necessity to Construct Duct Work for Two Flue Gas Desulfurization Units at the Ghent Power Station*), however the Commission modified the Order in Case No. 2004-00426, to permit construction of three Flue Gas Desulfurization Systems to serve Ghent Generating Units 1, 3 and 4, rather than Generating Units 2, 3 and 4 as originally approved. In addition, the Commission modified a prior certificate awarded in Case No. 1992-00005, to permit use of the existing Ghent Unit 1 FGD to serve Ghent Generating Unit 2.

² The Company makes every effort to finance eligible portions of the Pollution Control Project with tax-exempt debt when practicable. See Case No. 2008-00309 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of September 16, 2008, Case No. 2007-00115 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of April 30, 2007, Case No. 2006-00414 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of November 20, 2006, Case No. 2006-00187 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of June 16, 2006, Case No. 2005-00183 (*In the Matter of: The Application of Kentucky*

4. KU also anticipates incurring capital expenditures during 2010 for its share of construction costs for Trimble County Unit 2 in Trimble County, Kentucky. KU requested a Certificate of Public Convenience and Necessity and a Site Compatibility Certificate for those facilities in Case No. 2004-00507 (*In the Matter of: The Joint Application of Louisville Gas and Electric Company and Kentucky Utilities Company for a Certificate of Public Convenience and Necessity, and a Site Compatibility Certificate, for the Expansion of the Trimble County Generating Station*). The Commission granted the requested Certificates by Orders dated November 1, 2005 and November 9, 2005 in Case No. 2004-00507. This facility is described in the Engineering, Procurement and Construction Contract previously filed by KU. By Motion filed concurrently herewith, KU is requesting that this contract be incorporated by reference herein. During 2010 KU anticipates incurring up to \$39 million in construction costs in connection with Trimble County Unit 2.

5. Including KU's Pollution Control Project and Trimble County Unit 2, KU anticipates incurring as much as \$422,300,000 in capital expenditures during 2010. A summary of KU's 2010 capital budget is attached as Exhibit 2.

6. In addition, on November 24, 2010, an existing Note to Fidelia in the principal amount of \$33,000,000 will mature. The Commission granted authorization for this obligation in Case No. 2003-00301 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), by Order dated September 22, 2003. Among the causes for KU's need for additional long-term debt financing

Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations), Order of June 20, 2005 and Case No. 2005-00357 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of October 14, 2005, authorizing the Company to issue securities and assume obligations in connection with private activity bond allocations from the Kentucky Private Activity Bond Allocation Committee.

cited in Case No. 2003-00301 were the costs of KU's pollution control program and the refunding of KU's 8.55% First Mortgage Bonds, Series P.

Description of KU's Position Within the Holding Company and the Affiliate

7. E.ON U.S. LLC ("E.ON US") is an indirect subsidiary of E.ON. KU is a wholly owned subsidiary of E.ON US. E.ON US Holding GmbH, is also a subsidiary of E.ON. Fidelia Corporation ("Fidelia"), a finance company subsidiary organized in Delaware, is a subsidiary of E.ON U.S. Holding GmbH. Fidelia lends money to companies in the E.ON holding company system and upon request of the Company would lend money to the Company as set out in this Application.³

Description of the New Long-Term Debt

8. This Application relates to the issuance of long-term unsecured debt by KU to Fidelia. The Company proposes to borrow money from Fidelia in an amount not to exceed \$225 million at various times during calendar year 2010. The Company anticipates issuing unsecured notes to Fidelia with final maturity not to exceed thirty years. The Company anticipates utilizing a range of maturities that are reflective of operating and market conditions and cash flow requirements.

³In eight other proceedings in recent years, the Commission has previously approved other, long-term debt financing between KU and an affiliate within the E.ON holding company system. See Case No. 2008-00426 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of November 5, 2008, Case No. 2007-00550 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of February 13, 2008, Case No. 2007-00437 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of November 1, 2007, Case No. 2007-00024 (*In the Matter of: The Application of Kentucky, Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of March 19, 2007, Case No. 2006-00155 (*In the Matter of: The Application of Kentucky, Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of May 22, 2006, Case No. 2005-00117 (*In the Matter of: The Application of Kentucky, Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of May 10, 2005, Case No. 2003-00301 (*In the Matter of: The Application of Kentucky, Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Order of September 22, 2003 and Case No. 2003-00059 (*In the Matter of: The Application of Kentucky, Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), Orders of April 14, 2003 and April 30, 2003.

Such borrowings would only occur if the interest rate on the loan would result in an equal or lower cost of borrowing than the Company could obtain in a loan from E.ON or in the capital markets on its own. All borrowings from Fidelia would be at the lowest of 1) E.ON's effective cost of capital; 2) Fidelia's effective cost of capital; and 3) the Company's effective cost of capital determined by reference to the effective cost of a direct borrowing by the Company from an independent third party for a comparable term loan that could be obtained at the time of the loan (the "Best Rate Method"). The Best Rate Method assures the Company that it will not pay more for a loan from Fidelia than it would pay in the capital markets for a similar loan. The Company's treasury group has evaluated its capital requirements through December 31, 2010, and the appropriate sources of capital available to it (both existing and potential). The Company has determined that it would be cost effective to borrow money from Fidelia through this intercompany loan facility and desires to take advantage of this opportunity.

9. The interest rates will be set at the time of issuance of each note and would depend on the maturity of the notes. The interest rate on each note would be the lower of (a) the average of three quotes obtained by the affiliate company from international investment banks for an unsecured bond issued by E.ON for the applicable term of the loan; and (b) the lowest of three quotes obtained by the Company from international investment banks for a secured bond issued by the Company with the applicable term of the loan. This method complies with the Best Rate Method because this rate would be determined using the lower of the average of actual quotes obtained based upon the credit of E.ON or the lowest of three actual quotes obtained by the Company.

10. A note would be executed by the Company each time a loan was made by Fidelia to the Company stating the interest rate, maturity date and payment terms. Attached to the

Application as Exhibit 3 is the form of the intercompany loan agreement and note. Issuance expenses for the intercompany loans described herein will not exceed, in total, the sum of \$50,000. In connection with the issuance of the debt, KU may enter into one or more interest rate hedging agreements (T-bill lock, swap or similar agreement, collectively the "Hedging Facility") either with an E.ON affiliate or with a bank or financial institution. The Hedging Facility would be an interest rate agreement designed to allow the Company to lock in the underlying interest rate on the loan in advance of the closing of the loan. The Hedging Facility will set forth the specific terms under which the Company will agree to make payments, and the other terms and conditions of any rights or obligations thereunder.

11. No contracts have been made for the disposition of any of the securities which KU proposes to issue.

12. A redacted copy of the Construction Contract for the Pollution Control Project was filed with the Commission in Case No. 2006-00187 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), and incorporated by reference in Case Nos. 2006-00414, 2007-00024, 2007-00115, 2007-00437, 2007-00550, 2008-00309, and 2008-00426. By Motion filed concurrently herewith, KU is requesting that the Construction Contract be incorporated by reference herein.

13. A redacted copy of the Engineering, Procurement and Construction Contract for Trimble County Unit 2 was filed with the Commission in Case No. 2007-00024 (*In the Matter of: The Application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations*), and incorporated by reference in Case Nos. 2007-00115, 2007-00548, 2007-00550, and 2008-00426. By Motion filed concurrently herewith, KU

is requesting that the Engineering, Procurement and Construction Contract be incorporated by reference herein.

14. KU shall, as soon as reasonably practicable after the issuance of each note referred to herein, file with the Commission a statement setting forth the date or dates of issuance of the notes, the proceeds of such notes, the interest rates, costs or gains with the Hedging Facility, and all fees and expenses involved in such issuance.

15. Exhibit 4 to this Application contains the financial exhibit required by 807 KAR 5:001, Section 11(2)(a), and described by 807 KAR 5:001, Section 6. It also contains information required by 807 KAR 5:001, Section 11(2)(b).

16. A meeting of KU's Board of Directors to authorize the issuance of the notes, and the transactions related thereto as discussed in this Application is scheduled for December 10, 2009, and a certified copy of the resolution will be filed as a supplement to this Application as soon as it is available.

17. Other requirements of the Commission's regulation regarding this Application, 807 KAR 5:001, Section 11, including (1)(b) regarding the amount and kind of notes, etc., and (1)(c) regarding the use to be made of the proceeds, have been supplied in the discussion above in Paragraphs 2 through 10 of this Application.

WHEREFORE, Kentucky Utilities Company respectfully requests that the Commission enter its Order, authorizing it to issue securities and to execute, deliver and perform the obligations of KU under the intercompany loan agreement and the notes, as set forth in this Application. KU further requests that the Order of the Commission specifically include provisions stating:

1. KU is authorized to issue and deliver its unsecured notes in an aggregate principal amount not to exceed \$225 million in the manner set forth in its Application.

2. KU is authorized to execute, deliver and perform the obligations of KU under, *inter alia* the loan agreement with Fidelity Corporation, the notes, and such other agreements and documents as set out in its Application, and to perform the transactions contemplated by such agreements.

Respectfully submitted,



Kendrick R. Riggs
John Wade Hendricks
Stoll Keenon Ogden PLLC
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Louisville, Kentucky 40202
(502) 333-6000

Allyson K. Sturgeon
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E.ON U.S. LLC
220 West Main Street
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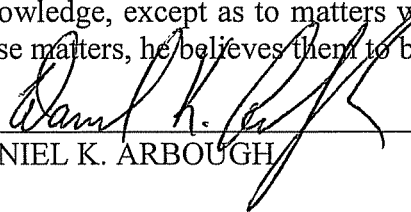
Counsel for Kentucky Utilities Company

VERIFICATION

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

Daniel K. Arbough being first duly sworn, deposes and says that he is Treasurer for Kentucky Utilities Company, that he has read the foregoing Application and knows the contents thereof, and that the same is true of his own knowledge, except as to matters which are therein stated on information or belief, and that as to these matters, he believes them to be true.



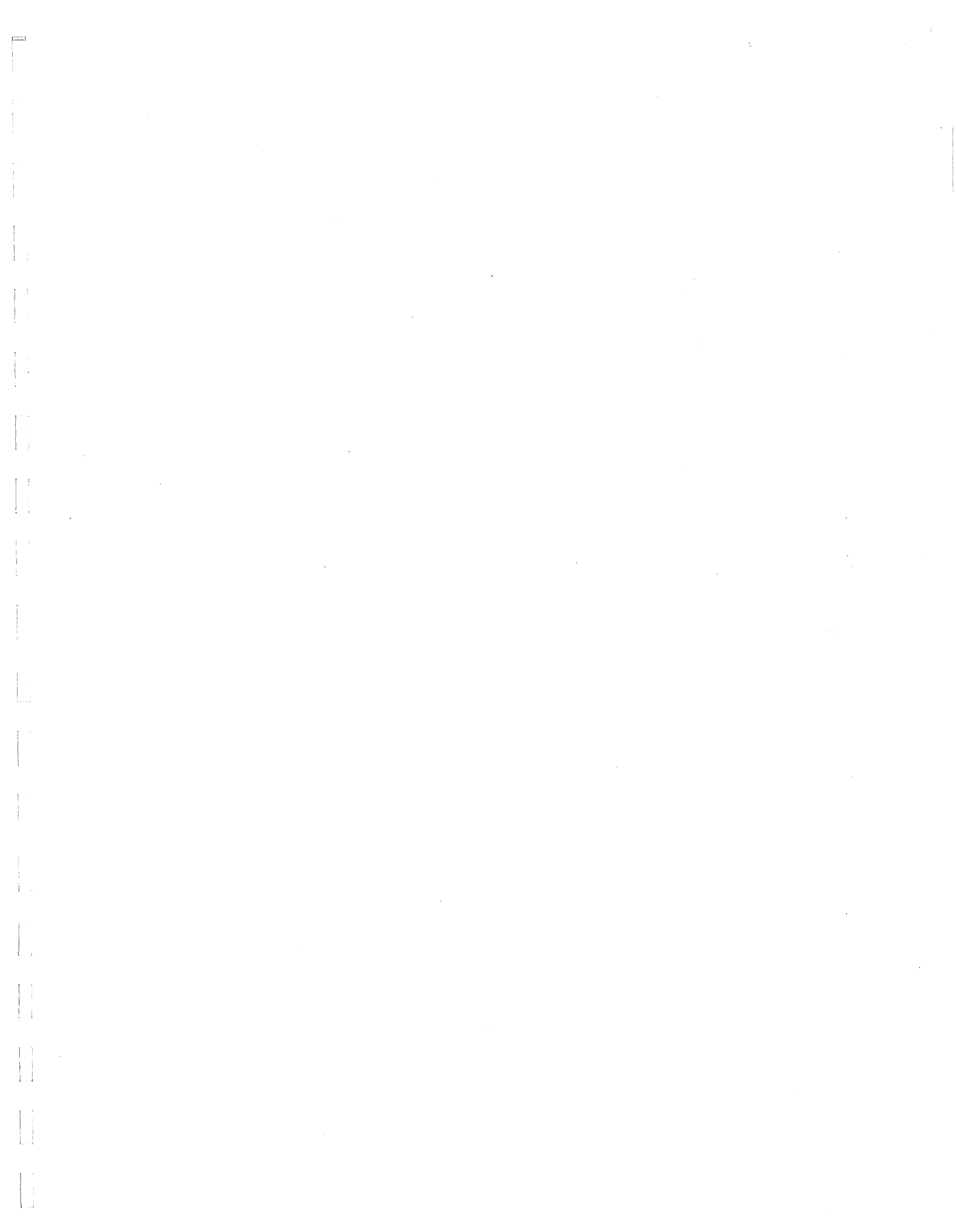
DANIEL K. ARBOUGH

Subscribed and sworn before me this 18th day of November, 2009.

My Commission Expires: August 31, 2011



NOTARY PUBLIC, STATE AT LARGE



KENTUCKY UTILITIES COMPANY
(807 KAR 5:001, Section 11, Item 1 (a))

A DESCRIPTION OF APPLICANT'S PROPERTY, INCLUDING A
STATEMENT OF THE NET ORIGINAL COST OF THE PROPERTY
AND THE COST THEREOF TO APPLICANT

August 31, 2009

The applicant's generating, transmission and distribution systems described herein are calculated annually. As of December 31, 2008, the applicant owned and operated four coal fired steam electric generating stations having a total capacity of 2,849 MW; a hydroelectric generating station having a total capacity of 24 MW; and seventeen gas/oil peaking units having a total capacity of 1,499 MW.

The applicant's owned electric transmission system included 113 substations (39 of which are shared with the distribution system) with a total capacity of approximately 17,700 MVA and approximately 4,040 miles of lines. The electric distribution system included 483 substations (39 of which are shared with the transmission system) with a total capacity of approximately 6,865 MVA, 14,133 miles of overhead lines, and 2,151 miles of underground conduit.

Other properties include office buildings, service centers, warehouses, garages and other structures and equipment.

The net original cost of the property and cost thereof to the applicant at August 31, 2009, was:

	<u>Utility Plant</u>
Original Cost	
Production Plant	\$ 2,785,135,660
Distribution Plant	1,276,537,976
Transmission Plant	524,013,436
General Plant	110,292,492
Intangible Plant	51,611,206
Construction Work in Progress	<u>1,168,149,044</u>
Total Plant at Original Cost	\$ 5,915,739,814
Less Reserve for Depreciation	<u>2,091,222,993</u>
Net Original Cost	<u>\$ 3,824,516,821</u>



EXHIBIT 2

SUMMARY OF 2010 CAPITAL BUDGET
(INCLUDING TC2 AND BROWN AND GHENT POLLUTION CONTROL FACILITIES)

Generation	\$275,100,000
Transmission	46,300,000
Distribution	78,400,000
Customer Services, Sales & Marketing	6,900,000
Information Technology	12,100,000
Other	3,500,000
TOTAL	\$422,300,000

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Kentucky Utilities Company
(as Borrower)

Fidelia Corporation
(as Lender)

LOAN AGREEMENT

Contents

Clause	Page
1. DEFINITIONS.....	1
2. TERM LOAN.....	2
3. AVAILABILITY OF REQUESTS.....	2
4. INTEREST.....	2
5. REPAYMENT AND PREPAYMENT.....	3
6. PAYMENTS.....	3
7. TERMINATION EVENTS.....	4
8. OPERATIONAL BREAKDOWN.....	4
9. NOTICES.....	5
10. ASSIGNMENT.....	5
11. SEVERABILITY.....	5
12. COUNTERPARTS.....	5
13. LAW.....	6
14. EXHIBIT "A" PROMISSORY NOTE.....	7

THIS AGREEMENT made on _____

Between

KENTUCKY UTILITIES COMPANY, a Kentucky and Virginia corporation,
as borrower (the *Borrower*); and

FIDELIA CORPORATION, a Delaware corporation, as lender (the
Lender).

Whereas

(A) The Lender and the Borrower hereby enter into an agreement for the
provision by the Lender to the Borrower of a loan in the amount of
_____ (the *Loan Amount*).

Now it is hereby agreed as follows:

1. **Definitions**

1.1 In this Agreement

Business Day means a day on which banks in New York are generally
open

Default Interest Rate means: the rate, as determined by the Lender,
applying to the principal element of an overdue amount under Clause 6.3,
calculated as the sum of the interest rate in effect immediately before the
due date of such amount, plus 1%;

Effective Date shall have the meaning given to it in Clause 2.1;

Final Repayment Date means _____;

Interest Payment Date means _____ and _____ of each year
during the term of this agreement, provided, that:

any Interest Payment Date which is not a Business Day shall be extended
to the next succeeding Business Day;

Loan Amount means _____;

Maturity Date means the Final Repayment Date;

Request means a request for the Loan Amount from the Borrower to the Lender under the terms of clause 3.1;

Termination Event means an event specified as such in Clause 7;

Value Date means the date upon which cleared funds are made available to the Borrower by the Lender pursuant to a Request made in accordance with Clause 3.1. Such date shall be a Business Day as defined herein.

2. Term Loan

2.1 This Agreement shall come into effect on _____ (the "Effective Date").

2.2 The Lender grants to the Borrower upon the terms and conditions of this Agreement a term loan in an amount of _____.

2.3 The new indebtedness shall be evidenced by a note in substantially the form of Exhibit "A" attached hereto.

3. Availability of Requests

3.1 On the Effective Date, the Borrower will submit a request (the "Request") to the Lender for the Loan Amount, such Request specifying the Value Date, the Maturity Date and the bank account to which payment is to be made. The Request shall be submitted to the Lender by the Borrower and delivered in accordance with Clause 9.3.

4. Interest

4.1 The rate of interest on the Loan Amount is x.xx%.

4.2 Interest shall accrue on the basis of a 360-day year consisting of twelve 30 day months upon the Loan Amount.

4.3 Interest shall be payable in arrears on each Interest Payment Date.

5. Repayment and Prepayment

- 5.1 The Borrower shall repay the Loan Amount together with all interest accrued thereon and all other amounts due from the Borrower hereunder on the Final Repayment Date, whereupon this Agreement shall be terminated.
- 5.2 On any Interest Payment Date, and with at least three business day's prior written notice, the Borrower shall be entitled to prepay any amount of the loan outstanding, provided such payment is not less than \$1,000,000 and, provided further, the Borrower shall pay a prepayment charge equal to the present value of the difference between (i) the interest payable provided in this loan agreement and (ii) the interest payable at the prevailing interest rate at the time of prepayment, for the period from the date of prepayment through the Maturity Date, which difference, if negative, shall be deemed to be zero. The present value will be determined using the prevailing interest rate at the time of the prepayment as the discount rate.
- 5.3 A certificate from the Lender as to the amount due at any time from the Borrower to the Lender under this Agreement shall, in the absence of manifest error, be conclusive.

6. Payments

- 6.1 All payments of principal to be made to the Lender by the Borrower shall be made on the Final Repayment Date, or on an Interest Payment Date under Clause (5.2) to such account as the Lender shall have specified.
- 6.2 Interest shall be payable in arrears on each Interest Payment Date.
- 6.3 If and to the extent that full payment of any amount due hereunder is not made by the Borrower on the due date then, interest shall be charged at the Default Interest Rate on such overdue amount from the date of such default to the date payment is received by the Lender.

7. Termination Events

- 7.1** The Borrower shall notify the Lender of any Event of Default (and the steps, if any, being taken to remedy it) promptly upon becoming aware of it.
- 7.2** The following shall constitute an Event of Default hereunder:
- 7.2.1** Default is made by the Borrower in the payment of any sum due under this Agreement and such default continues for a period of 10 Business Days;
 - 7.2.2** Bankruptcy proceedings are initiated against the Borrower;
 - 7.2.3** The Borrower leaves the E.ON Group (i.e. the companies consolidated in EON AG's balance sheet);
 - 7.2.4** Securities and Exchange Commission or Public Utility Holding Company Act (PUHCA) requirements prohibit the transactions hereunder.

If a Termination Event occurs under Clause (7.2.2) of this section, the Loan Amount outstanding together with interest will become due and payable immediately.

If a Termination Event occurs according to Clauses (7.2.1) or (7.2.3) or (7.2.4) of this Section, Lender shall at its discretion grant Borrower a reasonable grace period unless such grace period shall be detrimental to the Lender. If the Termination Event is uncured at the expiration of such period, the Loan Amount outstanding together with interest will become due and payable immediately.

8. Operational Breakdown

- 8.1** The Borrower is not liable for any damages incurred by the Lender and the Lender is not liable for any damages incurred by the Borrower caused by Acts of God or other circumstances incurred by one party for which the other party cannot be held responsible (i.e. power outages, strikes, lock-outs, domestic and foreign acts of government and the like).

9. Notices

9.1 Each communication to be made in respect of this Agreement shall be made in writing but, unless otherwise stated, may be made by facsimile transmission or letter.

9.2 Communications to the Borrower shall be addressed to: Kentucky Utilities, 220 W. Main St., Louisville, KY 40202, Attn: Treasurer fax# (502) 627-4742 and to One Quality Street, Lexington, KY 40507, except for confirmations which should be sent to the attention of Mimi Kelly.

9.3 Communications to the Lender shall be addressed to: Fidelity Corporation, 300 Delaware Avenue, Suite 545, Wilmington, Delaware 19801, fax# (302) 427-5913, Attn: Executive Vice President

10. Assignment

10.1 The Lender may at any time assign, novate or otherwise transfer all or any part of its rights and obligations under this Agreement to any affiliate of the Lender.

11. Severability

11.1 If any of the provisions of this Agreement becomes invalid, illegal or unenforceable in any respect under any law, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired.

12. Counterparts

12.1 This Agreement may be executed in any number of counterparts that shall together constitute one Agreement. Any party may enter into an Agreement by signing any such counterpart.

EXHIBIT "A"

PROMISSORY NOTE

U.S. _____

Louisville, KY, _____

Kentucky Utilities Company ("KU"), for value received, hereby promises to pay to the order of FIDELIA Corporation ("FIDELIA") in lawful money of the United States of America (in freely transferable U.S. dollars and in same day funds), in accordance with the method of payment specified in that certain Loan Agreement dated as of _____, between FIDELIA and KU ("the Agreement"), the principal sum of _____, which amount shall be payable at such times as provided in the Agreement.

KU promises also to pay interest on the unpaid principal amount hereof in like money and in like manner at the rates which shall be determined in accordance with the provisions of the Agreement, said interest to be payable at the times provided for in the Agreement. This Note is referred to in the Agreement and is entitled to the benefits thereof and the security contemplated thereby. This Note evidences a loan made by FIDELIA, during such time as such loan is being maintained. This Note is subject to prepayment as specified in the Agreement. In case KU defaults on the loan, the principal and accrued interest on this Note may be declared to be due and payable in the manner and with the effect provided in the Agreement.

KU hereby waives presentment, demand, protest or notice of any kind in connection with this Note.

Kentucky Utilities Company

By: _____



KENTUCKY UTILITIES COMPANY

FINANCIAL EXHIBIT
(807 KAR 5:001 SEC. 6)

August 31, 2009

- (1) Amount and kinds of stock authorized.

80,000,000 shares of Common Stock, without par value.

- (2) Amount and kinds of stock issued and outstanding.

Common Stock:

37,817,878 shares issued and outstanding, without par value, recorded at \$308,139,978.

- (3) Terms of preference of preferred stock whether cumulative or participating, or on dividends or assets otherwise.

None

- (4) Brief description of each mortgage on property of applicant, giving date of execution name of mortgagor, name of mortgagee, or trustee, amount of indebtedness authorized to be secured thereby, and the amount of the indebtedness actually secured, together with any sinking fund provisions.

None

- (5) Amount of bonds authorized, and amount issued giving the name of the public utility which issued the same, describing each class separately, and giving date of issue, face value, rate of interest, date of maturity and how secured, together with an amount of interest paid thereon during the last 12-month period.

Unsecured

Kentucky Utilities Company

Date of Issue	Date of Maturity	Rate of Interest	Principal Amount		Interest Expense Year Ended August 31, 2009
			Authorized	Outstanding at August 31, 2009	
Pollution Control Bonds					
05/01/00	05/01/23	Variable	12,900,000	12,900,000	\$ 51,746
02/01/02	02/01/32	Variable	20,930,000	20,930,000	276,965
02/01/02	02/01/32	Variable	2,400,000	2,400,000	31,759
02/01/02	02/01/32	Variable	7,200,000	2,400,000	31,759
02/01/02	02/01/32	Variable	7,400,000	7,400,000	97,924
07/01/02	10/01/32	Variable	96,000,000	96,000,000	1,349,877
10/01/04	10/01/34	Variable	50,000,000	50,000,000	192,750
07/07/05	06/01/35	Variable	13,266,950	-	* 101,269
11/17/05	06/01/35	Variable	13,266,950	-	* 101,269
07/20/06	06/01/36	Variable	16,693,620	-	* 274,560
12/07/06	06/01/36	Variable	16,693,620	-	* (54)
02/23/07	10/01/34	Variable	54,000,000	54,000,000	1,321,078
05/24/07	02/01/26	5.75%	17,875,000	17,875,000	1,022,102
05/24/07	03/01/37	6.00%	8,927,000	8,927,000	532,644
10/17/08	02/01/32	Variable	77,947,405	77,947,405	645,880
Total					\$ 6,031,528

* KU defeased four bonds during the fourth quarter of 2008.

(6) Each note outstanding, giving date of issue, amount, date of maturity, rate of interest in whose favor, together with amount of interest during the last 12-month period.

Payee	Date of Issue	Date of Maturity	Rate of Interest	Amount	Interest Expense
					Year Ended August 31, 2009
Fidelia Corp.	11/24/03	11/24/10	4.240%	\$ 33,000,000	\$ 1,399,200
Fidelia Corp.	01/15/04	01/16/12	4.390%	50,000,000	2,195,000
Fidelia Corp.	04/30/03	04/30/13	4.550%	100,000,000	4,550,000
Fidelia Corp.	08/15/03	08/15/13	5.310%	75,000,000	3,982,500
Fidelia Corp.	12/20/07	12/19/14	5.450%	100,000,000	5,450,000
Fidelia Corp.	07/08/05	07/08/15	4.735%	50,000,000	2,367,500
Fidelia Corp.	12/19/05	12/21/15	5.360%	75,000,000	4,020,000
Fidelia Corp.	10/25/06	10/25/16	5.675%	50,000,000	2,837,500
Fidelia Corp.	04/24/09	04/24/17	5.280%	50,000,000	924,000
Fidelia Corp.	06/20/07	06/20/17	5.980%	50,000,000	2,990,000
Fidelia Corp.	07/25/08	07/25/18	6.160%	50,000,000	3,080,000
Fidelia Corp.	08/26/08	08/27/18	5.645%	50,000,000	2,830,340
Fidelia Corp.	12/15/08	12/17/18	7.035%	75,000,000	3,737,344
Fidelia Corp.	07/27/09	07/29/19	4.810%	50,000,000	227,139
Fidelia Corp.	10/25/07	10/25/19	5.710%	70,000,000	3,997,000
Fidelia Corp.	02/07/07	02/07/22	5.690%	53,000,000	3,015,700
Fidelia Corp.	05/20/08	05/22/23	5.850%	75,000,000	4,387,500
Fidelia Corp.	09/14/07	09/14/28	5.960%	100,000,000	5,960,000
Fidelia Corp.	06/23/06	06/23/36	6.330%	50,000,000	3,165,000
Fidelia Corp.	03/30/07	03/30/37	5.860%	75,000,000	4,395,000
					\$65,510,723

(7) Other indebtedness, giving same by classes and describing security, if any with a brief statement of the devolution or assumption of any portion of such indebtedness upon or by person or corporation if the original liability has been transferred, together with amount of interest paid thereon during the last fiscal year.

None, other than current and accrued liabilities.

- (8) Rate and amount of dividends paid during the five previous fiscal years, and amount of capital stock on which dividends were paid. (1)

Dividends on Common Stock, without par value

2004	\$ 63,000,000
2005	50,000,000
2006	-
2007	-
2008	-

(1) As of May 1998, the 37,817,878 shares are all owned by E.ON U.S. LLC (formerly LG&E Energy LLC) and all dividends declared by KU's Board of Directors are paid to E.ON U.S. LLC.

Dividends on 4 3/4% Cumulative Preferred Stock

For each of the quarters in fiscal year 2004, the Company declared and paid dividends of \$1.1875 per share on the 200,000 outstanding shares of 4 3/4% Cumulative Preferred Stock, \$100 stated value, for a total of \$237,500 per quarter. On an annual basis, the dividend amounted to \$4.75 per share, or \$950,000. This series of preferred stock was redeemed on October 24, 2005. The amount of dividends declared and paid through October 24, 2005 was \$773,196.

Dividends on 6.53% Cumulative Preferred Stock

For each of the quarters in fiscal year 2004, the Company declared and paid dividends of \$1.6325 per share on the 200,000 outstanding shares of 6.53% Cumulative Preferred Stock, \$100 stated value, for a total of \$326,500 per quarter. On an annual basis, the dividend amounted to \$6.53 per share, or \$1,306,000. This series of preferred stock was redeemed on October 24, 2005. The amount of dividends declared and paid through October 24, 2005 was \$1,062,942.

- (9) Detailed Income Statement, Balance Sheet and Statement of Retained Earnings

Monthly Financial and Operating Reports are filed each month with the Kentucky Public Service Commission. Our most recent mailing covered financial statements for periods through August 31, 2009. Attached are detailed Statements of Income, Balance Sheets and Retained Earnings for the Company for the period ending August 31, 2009.

Kentucky Utilities Company
Balance Sheet as of August 31, 2009

Assets and Other Debits		Liabilities and Other Credits																																																																																														
<table border="0" style="width: 100%;"> <tr> <td style="width: 80%;">Utility Plant</td> <td style="width: 20%; text-align: right;">308,139,977.56</td> </tr> <tr> <td> Utility Plant at Original Cost</td> <td style="text-align: right;">(321,288.87)</td> </tr> <tr> <td> Less Reserves for Depreciation and Amortization</td> <td style="text-align: right;">315,711,597.00</td> </tr> <tr> <td style="border-top: 1px solid black;">Total</td> <td style="text-align: right; border-top: 1px solid black;">1,242,443,668.97</td> </tr> <tr> <td> </td> <td> </td> </tr> <tr> <td>Investments</td> <td style="text-align: right;">11,054,473.35</td> </tr> <tr> <td> Ohio Valley Electric Corporation</td> <td style="text-align: right;">1,877,028,428.01</td> </tr> <tr> <td> Nonutility Property-Less Reserve</td> <td style="text-align: right;">350,779,405.00</td> </tr> <tr> <td> Investments in Subsidiary Companies</td> <td style="text-align: right;">1,281,000,000.00</td> </tr> <tr> <td> Special Funds</td> <td style="text-align: right;">1,631,779,405.00</td> </tr> <tr> <td> Other</td> <td style="text-align: right;">3,508,807,833.01</td> </tr> <tr> <td style="border-top: 1px solid black;">Total</td> <td style="text-align: right; 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Kentucky Utilities Company
Statement of Income
August 31, 2009

	Year Ended 8/31/2009
Electric Operating Revenues.....	<u>1,390,087,622.06</u>
Total Operating Revenues.....	<u>1,390,087,622.06</u>
Fuel for Electric Generation.....	475,610,847.52
Power Purchased.....	211,733,429.30
Other Operation Expenses.....	178,876,139.38
Maintenance.....	145,467,822.26
Depreciation.....	132,148,732.11
Amortization Expense.....	5,694,660.82
Regulatory Credits.....	(2,363,763.59)
Taxes	
Federal Income.....	11,679,171.11
State Income.....	4,677,342.95
Deferred Federal Income - Net.....	10,373,580.36
Deferred State Income - Net.....	(60,785.24)
Property and Other.....	22,859,359.99
Investment Tax Credit.....	23,050,125.49
Loss (Gain) from Disposition of Allowances.....	(84,707.76)
Accretion Expense.....	<u>2,066,780.73</u>
Total Operating Expenses.....	<u>1,221,728,735.43</u>
Net Operating Income.....	168,358,886.63
Other Income Less Deductions	
Other Income Less Deductions.....	16,745,373.63
AFUDC - Equity.....	<u>5,146,682.27</u>
Total Other Income Less Deductions.....	<u>21,892,055.90</u>
Income Before Interest Charges.....	<u>190,250,942.53</u>
Interest on Long-term Debt.....	71,542,251.32
Amortization of Debt Expense - Net.....	796,479.50
Other Interest Expenses.....	4,734,882.45
AFUDC - Borrowed Funds.....	<u>(1,720,179.39)</u>
Total Interest Charges.....	<u>75,353,433.88</u>
Net Income.....	<u><u>114,897,508.65</u></u>

Kentucky Utilities Company
Analysis of Retained Earnings
August 31, 2009

	<u>Year Ended 8/31/09</u>
Retained Earnings Balance at Beginning of Period.....	1,114,019,861.27
Add:	
Net Income for Period.....	114,897,508.65
Deduct:	
Adjust for Equity in Subsidiary Earnings for Year	
-EE Inc.....	(4,823,700.95)
Dividends Received Current Year	
-EE Inc.....	18,350,000.00
Retained Earnings Balance at End of Period.....	1,242,443,668.97
Unappropriated Undistributed Subsidiary Earnings.....	11,054,473.35
Retained Earnings and Undistributed Subsidiary Earnings at End of Period...	1,253,498,142.32