

421 West Main Street
Post Office Box 634
Frankfort, KY 40602-0634
[502] 223-3477
[502] 223-4124 Fax
www.stites.com

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David C. Brown
(502) 681-0421
(502) 779-8251 FAX
dbrown@stites.com

June 11, 2010

Mr. Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, Kentucky 40602

RE: Case No. 2010-00204

Dear Mr. Derouen:

Enclosed for filing in the above-referenced docket are an original and twelve (12) copies of the Petition of The Kroger Co. for full intervention.

Very truly yours,


David C. Brown

DCB/dab

Enclosure

KR091.000KR:789731.1:LOUISVILLE

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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COMMISSION

In The Matter of:

JOINT APPLICATION OF PPL CORPORATION,)
E.ON AG, E.ON US INVESTMENTS CORP.,)
E.ON US LLC, LOUISVILLE GAS AND) CASE NO. 2010 - 00204
ELECTRIC COMPANY AND KENTUCKY)
UTILITIES COMPANY FOR APPROVAL)
OF AN ACQUISITION OF OWNERSHIP AND)
CONTROL OF UTILITIES)

**PETITION FOR FULL
INTERVENTION OF THE KROGER CO.**

Pursuant to K.R.S. §278.310 and 807 KAR 5:001 Section 3(8), The Kroger Co. (“Kroger”) requests that it be granted full intervention in the above captioned proceeding and states in support thereof as follows:

1. Kroger operates over a hundred and ten retail stores and distribution centers throughout the service areas of Louisville Gas & Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”) (together, the “Utilities”) and purchases substantial amounts of electric and gas energy for these facilities from the Utilities. Electric and gas services represent a significant cost of doing business for Kroger, and the operating policies, practices, procedures and philosophy of PPL Corporation as the prospective purchaser of E.ON US LLC and the Utilities is of utmost importance to Kroger. Kroger therefore has a special interest in this proceeding in that the transfer and change of control of the Utilities may have a significant impact on the services furnished by the Utilities to Kroger and the cost thereof. As a large commercial customer of the Utilities, the position of Kroger cannot be adequately represented by

any existing party. Kroger intends to play a constructive role in the Commission's decision making process and its participation will not unduly prejudice any party.

2. The attorney for Kroger authorized to represent it in this proceeding and to take service of all documents is:

David C. Brown, Esq.
Stites & Harbison, PLLC
400 W. Market Street, Suite 1800
Louisville, KY 40202
Phone: (502) 681-0421
Fax: (502) 587-6391
E-mail: dbrown@stites.com

WHEREFORE, The Kroger Co. requests that it be granted full intervention in the above captioned proceeding.

Respectfully submitted,



By R.B.C.

David C. Brown, Esq.
Stites & Harbison, PLLC
400 West Market Street, Suite 1800
Louisville, KY 40202
Counsel for The Kroger Co.

CERTIFICATE

I hereby certify that a copy of the foregoing Petition for Full Intervention has been served by United States mail, postage prepaid, on the following persons this the 11th day of June, 2010:

Richard Northern, Esq.
Wyatt, Tarrant & Combs, LLP
2800 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

and

Paul E. Russell, Esq.
Associate General Counsel
PPL Corporation
Two North Ninth Street
Allentown, Pennsylvania 18101
Counsel for PPL Corporation

Kendrick R. Riggs, Esq.
Stoll Keenon Ogden, PLLC
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

and

John R. McCall, Esq.
Executive Vice President and General Counsel
Allyson K. Sturgeon
Senior Corporate Attorney
200 West main Street
Louisville, Kentucky 40202
**Counsel for E.ON AG, E.ON US
LLC, Louisville Gas and Electric
Company and Kentucky Utilities**

Michael L. Kurtz, Esq.
Boehm Kurtz & Lowry
2110 CBLD Center
36 East Seventh Street
Cincinnati, OH 45202
**Counsel for Kentucky Industrial
Utility Customers, Inc.**

Dennis Howard, Esq.
Assistant Attorney General
1024 Capital Center Drive
Frankfort, Kentucky 40601
**Counsel for the Office of the
Attorney General of Kentucky**


David C. Brown