

RECEIVED

JUN 23 2010

PUBLIC SERVICE  
COMMISSION

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

NOTICE OF INTENT OF PPL CORPORATION, )  
E.ON AG, E.ON U.S. LLC, LOUISVILLE GAS )  
AND ELECTRIC COMPANY AND KENTUCKY )  
UTILITIES COMPANY TO FILE A JOINT )  
APPLICATION FOR APPROVAL OF THE )  
ACQUISITION BY PPL CORPORATION )

Case No. 2010-00204

INTERVENOR IBEW, LOCAL 2100  
REQUEST FOR INFORMATION

Comes the bargaining unit representative of the unionized employees of LG&E and submits its request for information (data request) to the joint applicants to be answered in accord with the following. Any reference to LG&E or acquired companies should be treated as a joint reference to LG&E/KU.

1. Given the announced intention for acquisition of the parties, what practical reasons prohibit PPL from undertaking a formal analysis of any potential synergies and benefits from the acquisition, for review of the Commission and the parties, prior to PSC approval of the acquisition?

2. Propounded to LG&E: In the years of ownership by PowerGen and E.ON, are there any best practices of which the Company is aware that have not been implemented with regard to the following:

- (A) Determining the appropriate size of the operational workforce (defined as those job categories filled by union employees) to attain maximum efficiency, at the lowest cost while providing for both service and safety?
- (B) Subcontracting non-core business functions to be performed by contractors with individuals not employed by LG&E.

- (C) Changes to employment retirement plans, with regard to benefits, retirement age, early retirement or other options.

If the Company has considered other best practices, which may be implemented in the future, identify each of the practices, according to the categories above, and what anticipated impact they would have if implemented.

**REQUEST FOR PRODUCTION**

Produce any studies performed by LG&E of best practices which have not been implemented, but may be available for future consideration by PPL if the acquisition is approved.

3. With regard to any best practices identified in 2 above, state whether any of these practices have been a subject of discussion with PPL. If so, state the following:

- (A) The name and title of the individuals conducting the discussions;
- (B) The best practices that were being discussed;
- (C) The outcome of the discussions.

**REQUEST FOR PRODUCTION**

Produce a copy of any minutes, memoranda, emails or other documents pertaining to the review and discussion of potential best practices between the parties.

4. Propounded to PPL: What best practices have been implemented by PPL in its other power generating facilities, among operational employees, which are not in place at LG&E and which may be considered for implementation upon acquisition? For each such practice, identify the following:

- (A) The nature of the practice and how it differs from the current operational management practices used at LG&E.
- (B) Identify the utilities where such practices are employed within the PPL structure.
- (C) Will best practices for the management of the operational workforce be a part of the proposed formal analysis of potential synergies and benefits from the acquisition which the Company proposes to undertake and file with the Commission within 60 days after the acquisition? If so, state the following:
  - 1. Would the best practices review include a determination about whether the current level of staffing of operational employees can be done more efficiently through reducing the employee complement through either attrition, subcontracting or lay-offs?
  - 2. Would the best practices review include a determination about employee benefits such as medical insurance and other forms of employee insurance coverages?
  - 3. Whether such review would include operational employee retirement benefits and the current standards in place for qualification of those benefits?

5. Regarding the proposed commitments No. 27 and 28, both of which mention the impact resulting from workforce reductions arising from implementation of best practices, exactly what commitment are the companies undertaking above and beyond the typical prudent decision making related to staffing levels and the impact on operations and customer service which are normally undertaken?

6. With regard to the commitment to maintain a sound and constructive relationship with labor organizations in commitment 11, for the existing labor contracts at PPL's existing facilities, state the following:

- (A) Identify each labor relationship that has existed between PPL and its employees in the last ten years.

- (B) For each labor relationship identified above, state the number of contractual grievances that were filed for 2007, 2008 and 2009 under each contract.
- (C) State the total number of outstanding and unresolved grievances under each of the contracts identified above as of March 2010.
- (D) State the number of labor arbitration hearings which have been conducted, and resulted in an award, under each of the contracts identified above. For the same time period, for any NLRB charges filed in 2007 - 2009, state the nature of the charge and its disposition.

7. Regarding commitment No. 16, what does the word “planned” mean? Are the companies committing that there are no current plans to lay off any employees at the time of the acquisition, but the subject will be open for complete review and implementation by the parties after the acquisition is approved?

8. With regard to commitment No. 16, will the company remove the word “planned” and agree that there will be no workforce reductions of operational employees, at LG&E or KU, as a result of synergies achieved through the merger?

9. With regard to the proposed commitment in No. 11, is it PPL’s commitment that with regard to any union organizing activity of employees within the acquired companies, management will publicly state to affected employees that it will remain neutral in regard to the organizing campaign, and that the employer will not hold captive employee meetings explaining the benefits, responsibilities or detriments of union representation, and will assure that its managers, including supervisors, take no position contrary to neutrality?

10. With respect to the commitments proposed in No. 11, does PPL acknowledge that it will become a successor employer of the acquired companies, as that term is understood

according to the National Labor Relations Act, and will continue to extend recognition both to the existing bargaining units and labor agreements in place?

11. In regard to the other electric/gas generating facilities under union contract with PPL, state the following:

- (A) With regard to each facility, state whether the company in the last 10 years has subcontracted operational work that resulted in the reduction of bargaining unit jobs, either by lay-off or attrition.
- (B) For each facility identified in (A), state the nature of the work which is now being performed by subcontractors for each facility.
- (C) For each facility identified in (A), state the number of union positions which have been eliminated through subcontracting practices, both as a raw number and percentage of the union workforce that existed at the time subcontracting practices were undertaken.
- (D) With regard to the facilities identified in (A), state whether the company engaged in decisional bargaining with the union, over proposed subcontract work, as opposed to effects bargaining over the impact.

12. With regard to existing retirement and pension plans for operational employees at the company's other facilities, produce a copy of both the summary plan description and the underlying ERISA or other plan document.

13. Has PPL undertaken an analysis of what impact recently passed federal healthcare reform legislation will have on its continuation of employer contribution to employee health care plans? If such an analysis has been undertaken, state the following:

- (A) What decisions have been reached by PPL about the impact of the legislation on the continuation or reduction of employer healthcare contributions.
- (B) Produce a copy of any documents that reflect the PPL analysis and any decisions which have been made.

14. With regard to capital projects that will be undertaken in the future by the acquired companies, will PPL pursue a low cost strategy that permits building contractors to utilize out of state employees in order to reduce wages and benefits?

15. With regard to the testimony of economist Paul Coomes, in his review of the economic impact of retention of current employees, does Dr. Coomes recognize that a lowest cost capital project contracting strategy, that permits a large percentage or majority of workers to be imported from out of state in order to decrease wages and benefits payments, has a negative economic impact on keeping rate payer money in payroll to local Kentucky based employees?

16. Will the company undertake a commitment that for any future capital construction projects, whether new or upon existing facilities, it will insist upon conditions with contractors which give hiring preference and priority to qualified local residents?

17. For all capital construction projects undertaken by PPL in the last 10 years, whether for new or existing facilities, state the following:

- (A) State the total number of projects undertaken by PPL.
- (B) State the number of projects which were performed under a project labor agreement negotiated with labor unions.

18. With regard to Dr. Coomes testimony, will he recognize that subcontracting of bargaining unit jobs, for the purposes of having the work performed for lower wages and benefit payments, has an offsetting negative economic impact in the community to the lower operating costs realized by the company?

19. Will the applicant be initiating proceedings before the Siting Board for acquisition of the 25% ownership of Trimble County I and Trimble County II?

20. Will PPL agree to regulatory commitments made by LG&E to the Siting Board in the Trimble County II case related to assuring local jobs for local workers in any future capital construction projects.

21. Identify specifically which of the commitments undertaken by LG&E at that time would be acceptable. For any commitment not acceptable to PPL, state why not.

22. Does LG&E have a written plan outlining a projected timetable for hiring employees as either (1) new hires for newly created positions and (2) new hires to fill vacancies from anticipated retirements in an aging workforce? If so, has PPL undertaken a review of this plan as a part of its acquisition discussions?

#### REQUEST FOR PRODUCTION

Produce a copy of any plan for projected replacement of employees. Produce documents related to PPL's evaluation or review of the LG&E plan, or any review done by PPL.

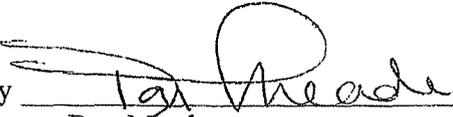
23. Has PPL undertaken any review of LG&E safety practices for operational employees? If so, has PPL had any discussion with LG&E about the possible best practices or other changes that may be implemented to the safety program for operational employees?

#### REQUEST FOR PRODUCTION

Produce any documents related to PPL's review or analysis of existing LG&E safety practices.

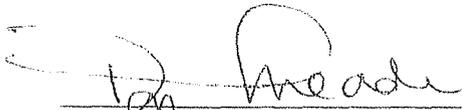
Respectfully submitted,

PRIDDY, CUTLER, MILLER & MEADE  
800 Republic Bldg.  
429 W. Muhammad Ali Blvd.  
Louisville, KY 40202  
(502) 587-8600

By   
Don Meade

**CERTIFICATE OF SERVICE AND FILING**

Counsel certifies that an original and ten copies of this Motion to Intervene were served by hand delivering same this 23rd day of June, 2010, to Jeff Derouen, Executive Director, Public Service Commission, 211 Sower Blvd., Frankfort, KY 40601; furthermore, it was served by mailing a true and correct copy of same, first class postage prepaid, to the attached Service List.

  
Don Meade

Dennis Howard  
Assistant Attorney General  
1024 Capital Center Drive  
Frankfort, KY 40601

Richard J. Northern  
Wyatt, Tarrant & Combs  
250 W. Main Street, Ste. 1600  
Lexington, KY 40507-1746

Kendrick R. Riggs  
Stoll, Keenon, Ogden  
2000 PNC Plaza  
Louisville, KY 40202

Paul E. Russell  
PPL Corporation  
Two North Ninth Street  
Allentown, PA 18101

James M. Miller  
100 St. Ann Street  
P. O. Box 727  
Owensboro, KY 42302-0727

Lisa Kilkelly  
Legal Aid Society  
416 W. Muhammad Ali Blvd., Ste. 300  
Louisville, KY 40202

David Jeffrey Barberie  
LFUCG, Dept. of Law  
200 E. Main Street  
Lexington, KY 40507

Lonnie E. Bellar  
E.ON U.S. LLC  
220 W. Main Street  
Louisville, KY 40202

Robert J. Grey  
PPL Corporation  
Two North Ninth Street  
Allentown, PA 18101

Michael L. Kurtz  
Boehm, Kurtz & Lowry  
36 E. Seventh St., Ste. 1510  
Cincinnati, OH 45202