

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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PUBLIC SERVICE
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)

REDACTED – PUBLIC VERSION

ATTORNEY GENERAL'S
SUPPLEMENTAL REQUEST FOR INFORMATION

Comes now the intervenor, the Attorney General of the Commonwealth of Kentucky, by and through his Office of Rate Intervention, and submits this Supplemental Request for Information to PPL Corporation, E.ON AG, E.ON U.S. Investments Corp., E.ON US LLC, Louisville Gas and Electric, and Kentucky Utilities Company [hereinafter jointly referred to as the "Joint Applicants"] to be answered by the date specified in the Commission's Order of Procedure, and in accord with the following:

(1) In each case where a request seeks data provided in response to a staff request, reference to the appropriate request item will be deemed a satisfactory response.

(2) Please identify the witness who will be prepared to answer questions concerning each request.

(3) These requests shall be deemed continuing so as to require further and supplemental responses if the company receives or generates additional information within the scope of these requests between the time of the response and the time of any hearing conducted hereon.

(4) If any request appears confusing, please request clarification directly from the Office of Attorney General.

(5) To the extent that the specific document, workpaper or information as requested does not exist, but a similar document, workpaper or information does exist, provide the similar document, workpaper, or information.

(6) To the extent that any request may be answered by way of a computer printout, please identify each variable contained in the printout which would not be self evident to a person not familiar with the printout.

(7) If the Joint Applicants have objections to any request on the grounds that the requested information is proprietary in nature, or for any other reason, please notify the Office of the Attorney General as soon as possible.

(8) For any document withheld on the basis of privilege, state the following: date; author; addressee; indicated or blind copies; all persons to

whom distributed, shown, or explained; and, the nature and legal basis for the privilege asserted.

(9) In the event any document called for has been destroyed or transferred beyond the control of the company, please state: the identity of the person by whom it was destroyed or transferred, and the person authorizing the destruction or transfer; the time, place, and method of destruction or transfer; and, the reason(s) for its destruction or transfer. If destroyed or disposed of by operation of a retention policy, state the retention policy.


(10) As used herein, the words "document" or "documents" are to be construed broadly and shall mean the original of the same (and all non-identical copies or drafts thereof) and if the original is not available, the best copy available. These terms shall include all information recorded in any written, graphic or other tangible form and shall include, without limiting the generality of the foregoing, all reports; memoranda; books or notebooks; written or recorded statements, interviews, affidavits and depositions; all letters or correspondence; telegrams, cables and telex messages; contracts, leases, insurance policies or other agreements; warnings and caution/hazard notices or labels; mechanical and electronic recordings and all information so stored, or transcripts of such recordings; calendars, appointment books, schedules, agendas and diary entries; notes or memoranda of conversations (telephonic or

otherwise), meetings or conferences; legal pleadings and transcripts of legal proceedings; maps, models, charts, diagrams, graphs and other demonstrative materials; financial statements, annual reports, balance sheets and other accounting records; quotations or offers; bulletins, newsletters, pamphlets, brochures and all other similar publications; summaries or compilations of data; deeds, titles, or other instruments of ownership; blueprints and specifications; manuals, guidelines, regulations, procedures, policies and instructional materials of any type; photographs or pictures, film, microfilm and microfiche; videotapes; articles; announcements and notices of any type; surveys, studies, evaluations, tests and all research and development (R&D) materials; newspaper clippings and press releases; time cards, employee schedules or rosters, and other payroll records; cancelled checks, invoices, bills and receipts; and writings of any kind and all other tangible things upon which any handwriting, typing, printing, drawings, representations, graphic matter, magnetic or electrical impulses, or other forms of communication are recorded or produced, including audio and video recordings, computer stored information (whether or not in printout form), computer-readable media or other electronically maintained or transmitted information, and all other rough drafts, revised drafts (including all handwritten notes or other marks on the same) and copies of documents as hereinbefore defined by whatever means made.

(11) Please provide written responses, together with any and all exhibits pertaining thereto, in one or more bound volumes, separately indexed and tabbed by each response.

Respectfully submitted,

JACK CONWAY
ATTORNEY GENERAL


Dennis G. Howard II
David Edward Spenard
1024 Capital Center Drive, Suite 200
Frankfort, Kentucky 40601-8204
T (502) 696-5453
F (502) 573-8315

Certificate of Service and Filing

Counsel certifies that an original and ten photocopies of the redacted version of the request with two copies of the non-redacted version (submitted under seal) were served and filed by hand delivery to Jeff Derouen, Executive Director, Public Service Commission, 211 Sower Boulevard, Frankfort, Kentucky 40601; counsel further states that true and accurate copies of the foregoing were mailed via First Class U.S. Mail, postage pre-paid, to:

David Jeffrey Barberie
LFUCG
Department Of Law
200 East Main Street
Lexington, KY 40507

Richard Northern
Wyatt, Tarrant & Combs, LLP
500 West Jefferson Street, Suite 2800
Louisville, KY 40202-2898

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

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

David Brown
Stites & Harbison, PLLC
1800 Providian Center
400 West Market Street
Louisville, KY 40202

Kendrick R Riggs
Stoll Keenon Ogden, PLLC
2000 PNC Plaza
500 W Jefferson Street
Louisville, KY 40202-2828

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

Honorable Michael L Kurtz
Boehm, Kurtz & Lowry
36 East Seventh Street, Suite 1510
Cincinnati, OH 45202

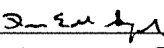
Don Meade
Priddy, Cutler, Miller & Meade
800 Republic Bldg.
429 W. Muhammad Ali Blvd.
Louisville, KY 40202

James M Miller
Sullivan, Mountjoy, Stainback & Miller,
PSC
P.O. Box 727
Owensboro, KY 42302-0727

Iris Skidmore
Bates & Skidmore
415 W. Main St., Ste. 2
Frankfort, KY 40601

Matthew R. Malone
Hurt, Crosbie & May PLLC
The Equus Building
127 West Main Street
Lexington, Kentucky 40507

this 16th day of July, 2010.


Assistant Attorney General

**Attorney General's Supplemental Request for Information
to the Joint Applicants
Case Number 2010-00204**

1. Please reference the joint applicants' response to AG 1- 1 and thoroughly answer the question. With regard to the "confidential" response, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 1 of 23.
2. With regard to the "confidential" response to AG 1 -1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 7 of 23.
3. With regard to the "confidential" response to AG 1 - 1 at page 8 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
4. With regard to the "confidential" response to AG 1 - 1 at page 8 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
5. With regard to the "confidential" response to AG 1 - 1 at page 9 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
6. With regard to the "confidential" response to AG 1 -1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 13 of 23.
7. With regard to the "confidential" response to AG 1 - 1 at pages 13 and 14 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
8. With regard to the "confidential" response to AG 1 -1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 16 of 23.

9. With regard to the "confidential" response to AG 1 - 1 at page 16 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
10. With regard to the "confidential" response to AG 1 - 1 at page 17 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
11. With regard to the "confidential" response to AG 1 - 1 at page 18 of 23, please provide the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL** Reconcile this answer to the joint applicants' response to AG 1 - 16.
12. With regard to the "confidential" response to AG 1 - 1 at page 20 of 23, please provide details pertaining to Mr. Miller's discussion on the **BEGIN CONFIDENTIAL** [REDACTED]
[REDACTED] **END CONFIDENTIAL**
13. Have any portions of the "confidential" response to AG 1 - 1 document, pages 1 through 23, been redacted? If so, please provide a copy of same in unredacted form.
14. Please provide an unredacted copy of the "confidential" response to AG 1 -1, pages 1 through 4.
15. Please reference the joint applicants' response to AG 1- 5 which cross references the answer to BREC 1- 3. Confirm that the response states that Moody's press release dated April 29, 2010 "anticipates downgrading the Issuer Rating of E.ON U.S. most likely to Baa2 upon the closing of the sale to PPL."
- a. Confirm that a Baa2 rating is less favorable than the current A3 rating.
16. Please reference the joint applicants' response to AG 1- 10. Provide a list of all documents which the joint applicants have filed and which are not currently of record in the instant proceeding.

17. Please reference the joint applicants' response to AG 1- 12 which cross references the answer to KPSC 1 - 18. **BEGIN CONFIDENTIAL**

[REDACTED]

[REDACTED]

END CONFIDENTIAL

18. Please reference the joint applicants' response to AG 1- 15 whereat the joint applicants state that the "contemplated transaction will generally not have an impact on any of the companies' other deferred income tax accounts." What do the joint applicants mean when they say "generally?" Please be specific with the response.
19. Please reference the joint applicants' response to AG 1- 16 whereat the joint applicants cross reference their response to KIUC 1- 10. The answer is non-responsive. Please provide the response and reconcile it to the joint applicants' response to the KPSC at 1- 18, **BEGIN CONFIDENTIAL**
[REDACTED] **END CONFIDENTIAL**
20. Please reference the joint applicants' response to AG 1- 17, h. Please provider the information in whatever form it exists.
21. Please reference the joint applicants' response to AG 1- 22 and the referenced report at page 12 of 61. Why did the buyer not request the

consultant to **BEGIN CONFIDENTIAL** [REDACTED]

END

CONFIDENTIAL

[REDACTED] Please reference the joint applicants' response to AG 1- 22 and the referenced report at page 14 of 61. Given the fact that the report lists **BEGIN CONFIDENTIAL** [REDACTED]

a. [REDACTED]

END CONFIDENTIAL

[REDACTED] Please reference the joint applicants' response to AG 1- 22 and the referenced report at page 15 of 61. Please explain the reasoning, with specific supporting information, for the statement that the buyer's **BEGIN CONFIDENTIAL** [REDACTED]

c. [REDACTED]

END

CONFIDENTIAL

24. Please reference the joint applicants' response to AG 1- 22 and the referenced report at page 16 of 61. Has an observation been redacted? If so, on what basis?
25. Please reference the joint applicants' response to AG 1- 24, AG 1- 86 and KIUC 1 -9. If the joint applicants cannot use push down accounting to effect customer rates, why will the joint applicants agree to not use push down accounting to LG&E and KU?
26. Please reference the joint applicants' response to AG 1- 25. Will the joint applicants commit that if there are any substantive changes in any existing

contracts, any such changes will not translate to higher costs or other detrimental terms for the customers of either LG&E or KU?

27. Please reference the joint applicants' response to AG 1- 28 which cross references to the response to the KPSC at 1 - 2.

a. Please provide a copy of all the requested information as requested by the Attorney General as he has signed a confidentiality agreement and needs the material for meaningful participation in the instant matter.

BEGIN CONFIDENTIAL

[REDACTED]

[REDACTED]

s. [REDACTED] END

CONFIDENTIAL.

- 28. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1 - 2 at pages 4 and 5. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
- 29. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL**
- 30. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1 - 2 at pages 4 and 5. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
- 31. Please reference the **BEGIN CONFIDENTIAL** [REDACTED]

[REDACTED]
END CONFIDENTIAL

32. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1 – 2 at pages 12 and 13. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
33. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL**
34. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1 – 2 at pages 13, 14, 16, 17 and 20. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
35. Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1 – 2 at pages 13, 14, 16, 17 and 20. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
36. Please reference the joint applicants response to AG 1 30 a. Will the joint applicants commit that no other company affiliated with joint applicants in Kentucky will grant a lien on their assets?
37. Please reference the joint applicants’ response to AG 1 – 31. Are the joint applicants aware of the fact that the AG has signed a confidentiality agreement and will not publicly disclose the information as noted/mandated in the citation provided by the joint applicants?” If so, why will they not provide the information?
38. Please reference the joint applicants’ response to AG 1 – 33. Please confirm that a lower bond rating will affect the rate at which the lending agency will allow the company to borrow money. If joint applicants maintain that the rating does not affect the lending rate, please provide support for the assertion.
39. Please reference the joint applicants’ response to AG 1 – 33 where the joint applicants maintain that PPL Kentucky will rely on “contributions from PPL should such funds [loans] be required.” Please confirm that a lower

bond rating from the ultimate parent will affect the overall bond rate which will be demanded in the loan.

40. Please reference the joint applicants' response to AG 1 - 34 where the joint applicants maintain that KU will rely on contributions from PPL Kentucky should such equity be required and reference is made to the joint applicants response to AG 1 - 33. Please confirm that a lower bond rating from the ultimate parent will affect the overall bond rate which will be demanded in the loan.
41. Please reference the joint applicants' response to AG 1 - 35 where the joint applicants maintain that LG&E will rely on contributions from PPL Kentucky should such equity be required and reference is made to the joint applicants response to AG 1 - 33. Please confirm that a lower bond rating from the ultimate parent will affect the overall bond rate which will be demanded in the loan.
42. Please reference the joint applicants' response to AG 1 - 36. Answer the question. Will clear and conspicuous notice be given to Kentucky consumers or not?
43. Please reference the joint applicants' response to AG 1 - 37. With specificity, what did Mr. Miller tell the E.ON U.S. employees?
44. Please reference the joint applicants' response to AG 1 - 38. Will this "recorded goodwill impairment of approximately 0.9 million Euros during the first quarter of 2010" have any material impact on LG&E or KU? If not, please, please explain.
45. Please reference the joint applicants' response to AG 1 - 51. Reconcile the answer with the information which is contained in the joint applicants' response to KPSC 1 -18. See also joint applicants' response to AG 1 - 12 for easier reference.
46. Please reference the joint applicants' response to AG 1 - 54 and provide a responsive answer.
47. Please reference the joint applicants' response to AG 1 - 55 and provide a responsive answer.
48. Please reference the joint applicants' response to AG 1 - 56 and provide a responsive answer.

49. Please reconcile the joint applicants' response to AG 1 - 58 with the information contained in the joint applicants' confidential response to AG 1 - 1, page 9 of 23.
50. Please reference the joint applicants' response to AG 1 - 60 and provide a definitive, unqualified responsive answer.
51. Please reference the joint applicants' response to AG 1 - 63. Why are the joint applicants committing to having a contact person in Lexington for the KU territory but not willing to commit to having someone in Louisville for the LG&E territory?
52. Please reference the joint applicants' response to AG 1 - 67. Why is the hold harmless clause effective for only five years? Moreover, why is the hold harmless clause effective only to the extent that such costs exceed savings related to the transaction when the joint applicants claim that no quantification of savings has been calculated?
53. Please reference the joint applicants' response to AG 1 - 70. Do the joint applicants suggest in their answer that E.ON AG does not have a model that is premised on long-term service and loyalty to local communities? If yes, please explain in detail.
54. Please reference the joint applicants' response to AG 1 - 73. Does PPL maintain that it will be able to provide a long-term advantage that E.ON AG cannot already provide? If yes, please explain in detail.
55. Please reference the joint applicants' response to AG 1 - 75. Can the joint applicants make the commitment or not? If not, explain in detail.
56. Please reference the joint applicants' response to AG 1 - 76.
 - a. Can the joint applicants provide an estimated date when the donations will be paid?
 - b. Have the joint applicants approached the purported recipients and informed them of the donations? If not, why not?
 - c. If the joint applicants approached the purported recipients, when did they do so?
 - d. If the joint applicants approached the purported recipients, what have the recipients stated about the donations and the timing of the checks?

57. Please reference the joint applicants' responses to AG 1 - 79 and AG 1 - 1, the confidential response at page 2 of 4. Please provide the dates and the substance of any discussions as requested in AG 1 - 79.
58. Please reference the joint applicants' response to AG 1 - 84. The joint applicants refer to their response to AG 1 -16, which then refers to the response to KIUC 1 -10. However, that answer only states that the joint applicants have "no plans to request such an accounting order [to defer and subsequently recover the costs from the ratepayers]." Will the joint applicants commit to not seek recovery of the costs from the ratepayers?
59. Please reference the joint applicants' response to AG 1 - 85. Are the joint applicants stating that E.ON AG does not have a "comparable focus on domestic energy and environmental and regulatory challenges?"
60. Please reference the joint applicants' response to AG 1 - 91. Answer the questions. Objection on relevancy are misplaced because 1) the joint applicants in the petition for confidential treatment have placed the issues at play and 2) objections on relevancy in discovery are not allowed.
61. Please reference the joint applicants' response to AG 1 - 92. Please answer the question as it pertains to the public interest standard currently before the Commission and involved the evolution/metamorphosis of the surviving companies.
62. Please reference the joint applicants' response to AG 1 - 94. The joint applicants refer to their response to AG 1 - 15 but that answer is not responsive. Please provide the response if known, and if not known, a best estimate. If neither an answer nor best estimate is available, is this because the joint applicants believe the cost, if any, would be negligible?
63. Please reference the joint applicants' response to AG 1 - 95. If the joint applicants do not believe the SOX requirements will lead to any material cost in the future and because neither LG&E or KU have had to bear any costs for compliance with the SOX requirements to date, would the joint applicants commit to not having the ratepayers bear any costs for SOX compliance?
64. Please reference the joint applicants' response to AG 1 - 96. Please answer the question; to wit, is PPL Corporation a larger utility system than E.ON AG?

65. Please reconcile the joint applicants' response to AG 1 - 97 BEGIN
CONFIDENTIAL
END CONFIDENTIAL
66. Please reference the joint applicants' response to AG 1 - 100. Please confirm that post-approval and closing, E.ON AG will no longer bear any risk associated with any potential negative or adverse consequences of the transaction.
67. Please reference the joint applicants' response to AG 1 - 103 and provide a responsive answer.
68. Please reference the joint applicants' response to AG 1 - 107.
- a. How will the rate of return determination absent the transaction be "self-evident?"
 - b. See a. for b.'s supplemental response above.
 - c. See a. and b.'s answer for c.'s supplemental response.
 - d. Answer the question.
 - e. Answer the question.
69. Please reference the joint applicants' response to AG 1 - 110 d. and answer the question as asked.
70. Please reference the joint applicants' response to AG 1 - 111 whereat the joint applicants reference their response to AG 1 - 106. In order to eliminate any interpretation of the answer, please explicitly answer the question without the need for any reference.
71. Please reference the joint applicants' response to AG 1 - 115. Please answer the question.
72. Please reference the joint applicants' response to AG 1 - 118.
- b. Please provide a copy of the report which is not available publicly at no charge. (The Attorney General has historically agreed to accept a reference if the public copy was available at no cost. However, such is not the case here.)
 - c. What is meant by the response that the "hard copy will be provided at a mutually agreed upon time?" The Attorney General wants the copy immediately.

- f. The Attorney General asked for a narrative and not a report. Please provide same immediately and do not wait for a “mutually agreed upon time” as the joint applicants would suggest.
73. Please reference the joint applicants’ response to AG 1 – 120 b. and the attached copy of the contract with Stoll Keenon and Ogden. Why does the letter of engagement indicate that Mr. Coomes needed the permission of KIUC prior to his engagement for providing assistance to the joint applicants in the instant matter?
- a. Why, on the contract, are the following words stricken out:
 - 1. National City Research Fellow
 - 2. Public Administration
 - b. Who struck through the words?
 - c. Why were the words stricken through?
74. Please reference the joint applicants’ response to AG 1 – 122. Will the joint applicants commit that any additional cost(s) in insurance premiums immediately following any approval of the transaction will not be borne by the ratepayers? If not, why not?
75. Please reference the joint applicants’ response to AG 1 – 123. Will the joint applicants commit that any additional contributions to pension plans, medical plans, etc. will not be borne by the ratepayers?
76. Please reference the joint applicants’ response to AG 1 – 124. Will the joint applicants commit that E.ON U.S., LG&E and KU will not be exposed to any additional generation, transmission, or distribution requirements than otherwise if the transaction is approved?
77. Please reference the joint applicants’ response to KIUC 1 – 11 and answer the question. Will the joint applicants commit that they will not seek Commission approval for any costs to achieve savings in the absence of a comprehensive plan to ensure that savings exceed costs to achieve?
78. Please reference the joint applicants’ response to KIUC 1 – 12 and answer the question.
79. Please reference the joint applicants’ response to LFUCG 1 - 17. Is it the position of the joint applicants that the only recourse available to the Commission for joint applicants’ failure to abide by any condition approving this transaction is a penalty under KRS 278.990? Moreover, and if so, do the joint applicants interpret that statute to place a maximum penalty of \$2,500? If not, why not?

- 80. Please reference the joint applicants' response to IBEW 1 - 4. When do the joint applicants plan on performing a study/analysis of differences, if any, between best practices at PPL Corporation and best Practices at LG&E?
- 81. Please reference the joint applicants' response to IBEW 1 - 4. When do the joint applicants plan on performing a study/analysis of differences, if any, between best practices at PPL Corporation and best practices at KU?

Reference: Reference: Joint Response to First Data Request of Commission Staff, Question No. 2 BEGIN CONFIDENTIAL

f.

e.

[REDACTED] END CONFIDENTIAL.

85. Reference: Joint Response to First Data Request of Commission Staff, Question No. 2 BEGIN CONFIDENTIAL [REDACTED] END CONFIDENTIAL

86. Reference: Joint Response to OAG 1-28. Provide all E.ON AG, E.ON U.S., LG&E, or KU presentations made to investment bankers, rating agencies, and others relating to the proposed transaction along with any reports, opinions, or analyses from such entities regarding the proposed transaction.

87. Reference: Joint Response to First Data Request of Commission Staff, Question No. 2. Please answer the following BEGIN CONFIDENTIAL

[REDACTED]

88. Reference: Joint Applicants Response to OAG 1-1: With regard to the PPL Corporation Board Minutes not provided (under the claim that the information is extremely market sensitive and confidential), do the Minutes not provided contain any discussion of PPL's (or any of its subsidiaries') investment credit ratings or any discussion of PPL's (or any of its subsidiaries') liquidity? If yes, then please provide the Minutes. Note: This question does not represent a waiver or default of the Attorney

General regarding any issues relating to the Joint Applicants' duty under 807 KAR 5:001 Section 7 (5) (a) to provide the materials in response to the Attorney General's initial request.

89. Reference: Joint Applicants' response to OAG 1-92. Without waiving or defaulting on any issues regarding the Joint Applicants' failure to fully-respond to OAG 1-92 (and reserving the right to compel a complete response to OAG 1-92), the Attorney General asks the following. The Application at page 4 identifies PPL Corporation as "a Fortune 500 global energy and utility holding company headquartered in Allentown Pennsylvania." In Mr. Feldmann's pre-filed Testimony in support of the Application, he notes (at page 1 of his testimony) that E.ON AG "provides power and natural gas services in different locations through Europe and Russia, and operates renewable-source generating assets in North America." With regard to the statement in the Application (at page 19) that "[t]he proposed acquisition will not be a financial investment by a global energy company; it will be a strategic combination of two companies that have similar business profiles and operating philosophies." Please answer the following:
- a. In that PPL Corporation, as a Joint Applicant, identifies itself as a global energy and utility holding company, please explain what the Joint Applicants mean when they convey that the application will not be a financial investment by a global energy company.
 - b. Please indicate whether it is the position of the Joint Applicants that "a financial investment by a global energy company" is inconsistent with (or otherwise not in) the public interest. If the Joint Applicants believe that it is in the public interest, then please explain why.
 - c. In terms of the phrase "global energy company," is it the position of the Joint Applicants that E.ON AG is properly characterized as falling within that definition with regard to the use of that phrase in the pertinent text on page 19 of the Application? If no, then why not?
 - d. In terms of the phrase "global energy company," is it the position of the Joint Applicants that PPL Corporation is properly characterized as falling within that definition with regard to the use of that phrase in the pertinent text on page 19 of the Application? If no, then why not?
 - e. Is it the position of the Joint Applicants that the statement in question on page 19 of the Application represents a change in the status quo, assuming approval of the transaction? If yes, then please explain the reason and identify the nature of the change. If

no, then please explain why the statement is a factor bearing upon the issue of whether the proposed transaction is in the public interest.

90. Reference: Joint Applicants response to OAG 1-91 (c). Without waiving or defaulting on any issues regarding the Joint Applicants' failure to fully-respond to OAG 1-92 (and reserving the right to compel a complete response to OAG 1-92), the Attorney General asks the following.
- a. Did the "regimented negotiation process" include, utilize or otherwise consider the "financial, technical, and managerial abilities to provide reasonable service" (within their meaning per KRS 278.020 (5)) as part of the criteria in selecting and negotiating with potential and actual bidders? If yes, then please explain how. If no, then please explain why not.
 - b. Did the "regimented negotiation process" include, utilize or otherwise consider information regarding the liquidity and investment credit profiles of the potential and actual bidders? If yes, then please explain how. If no, then please explain why not.
 - c. If the answer is yes to either or both of sub-parts a and b, then please explain, with specificity, how the "regimented negotiation process" (i) distinguished or, perhaps, scored the potential bidders or bidders with regard to the consideration, and (ii) if any potential bidders or bidders were eliminated from the process as a consequence of the consideration, then please explain how and why.