



S T O L L · K E E N O N · O G D E N  
P L L C

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August 6, 2010

RECEIVED

AUG 06 2010

PUBLIC SERVICE  
COMMISSION

Jeff DeRouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40206

**Re: *The Joint Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities, Case No. 2010-00204***

Dear Mr. DeRouen:

Pursuant to the Commission's order dated June 15, 2010, enclosed please find and accept for filing the original and twelve copies of the Second Supplemental Response of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company to the Requests for Information of the Office of the Attorney General, Item No. 1-31.

Please confirm your receipt of this filing by placing the stamp of your Office with the date received on the enclosed additional copies and return them to me in the enclosed envelope. Should you have any questions, please telephone me at your earliest convenience.

Best regards,

Stoll Keenon Ogden PLLC

Brad S. Keeton  
Attorney

cc: Counsel for Parties of Record

646494.1

**PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY**

**CASE NO. 2010-00204**

**August 6, 2010 Second Supplemental Joint Response to the  
Attorney General's Initial Request for Information  
Dated June 23, 2010**

**Question No. 31**

**Responding Witness: Karl-Heinz Feldmann / S. Bradford Rives / Paul A. Farr / Counsel**

Q-31. Please provide a complete copy of any filings associated with the contemplated merger made pursuant to the Hart-Scott-Rodino Antitrust Improvements Acts of 1976 (15 U.S.C.A. § 18a; together with regulations promulgated thereunder at 16 CFR §§ 801-803) (hereinafter jointly referred to as "the Act").

A-31. On July 14, 2010, PPL and E.ON AG filed their respective premerger notifications pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act") with the Federal Trade Commission's Bureau of Competition ("FTC") and the U.S. Department of Justice ("DOJ"). As a result of KU's investment in Electric Energy, Inc. ("EEI"), PPL also filed a premerger notification pursuant to the HSR Act with the FTC and DOJ on July 14, 2010 regarding its indirect acquisition of voting interests in EEI. On July 26, 2010 copies of the premerger notifications were filed with the Commission under a Petition for Confidential Protection and pursuant to a supplemental data response.

With respect to PPL's proposed acquisition of E.ON U.S., PPL and E.ON AG were granted early termination of the HSR Act's waiting period pursuant to Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules on July 23, 2010. Copies of the letters notifying PPL and E.ON AG of early termination of the waiting period are attached to this Second Supplemental Response.

With respect to KU's investment in EEI, PPL was granted early termination of the HSR Act's waiting period pursuant to Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules on July 30, 2010. A copy of the letter notifying PPL of early termination is attached to this Second Supplemental Response.



Bureau of Competition  
Premerger Notification Office

UNITED STATES OF AMERICA  
**FEDERAL TRADE COMMISSION**  
Washington, D.C. 20580

Attachment to AG 1-31  
Page 1 of 3

July 23, 2010

Kenneth Knox, Esq.  
K&L Gates, LLP  
1601 K Street, NW  
Washington, DC 20006 USA

Re: EARLY TERMINATION GRANTED  
Transaction Identification Number 20100903  
PPL Corporation / E.ON AG


Dear Mr. Knox :

The request for early termination of the waiting period is granted effective July 23, 2010 01:50 PM with respect to the proposed acquisition by PPL Corporation of certain noncorporate interests of E.ON U.S. LLC from E.ON AG. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3589.

Sincerely,



Renee A. Chapman  
Contact Representative  
Premerger Notification Office  
Bureau of Competition



Bureau of Competition  
Premerger Notification Office

UNITED STATES OF AMERICA  
**FEDERAL TRADE COMMISSION**  
Washington, D.C. 20580

Attachment to AG 1-31  
Page 2 of 3

July 23, 2010

Eric H Queen, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004 USA

Re: EARLY TERMINATION GRANTED  
Transaction Identification Number 20100903  
PPL Corporation / E.ON AG

Dear Mr. Queen :

The request for early termination of the waiting period is granted effective July 23, 2010 01:52 PM with respect to the proposed acquisition by PPL Corporation of certain noncorporate interests of E. ON U.S. LLC from E.ON AG. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3589.

Sincerely,

A handwritten signature in black ink, appearing to read "Renee A. Chapman", written over a large, stylized flourish.

Renee A. Chapman  
Contact Representative  
Premerger Notification Office  
Bureau of Competition



Bureau of Competition  
Premerger Notification Office

UNITED STATES OF AMERICA  
**FEDERAL TRADE COMMISSION**  
Washington, D.C. 20580

Attachment to AG 1-31  
Page 3 of 3

July 30, 2010

Kenneth Knox, Esq.  
K&L Gates, LLP  
1601 K Street, NW  
Washington, DC 20006 USA

Re: EARLY TERMINATION GRANTED  
Transaction Identification Number 20100904  
PPL Corporation / Ameren Corporation

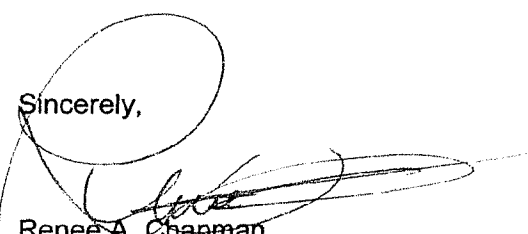
Dear Mr. Knox :

The request for early termination of the waiting period is granted effective July 30, 2010 04:37 PM with respect to the proposed acquisition by PPL Corporation of certain voting securities of Electric Energy Inc. from Ameren Corporation. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3589.

Sincerely,



Renee A. Chapman  
Contact Representative  
Premerger Notification Office  
Bureau of Competition