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May 20, 2010

Jeff DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

RECEIVED

MAY 20 2010
PUBLIC SERVICE
COMMISSION

RE: *Change of Control Over and Ownership of Louisville Gas and Electric Company and Kentucky Utilities Company*

Dear Mr. DeRouen:

On April 29, 2010, PPL Corporation and E.ON AG announced a definitive agreement under which PPL Corporation will acquire E.ON U.S. LLC, the parent company of Louisville Gas and Electric Company and Kentucky Utilities Company.

On May 28, 2010, PPL Corporation, E.ON AG, E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company will file a joint application under KRS 278.020(5) and (6) for approval of the acquisition by PPL Corporation of the control over and ownership of Louisville Gas and Electric Company and Kentucky Utilities Company through the purchase of E.ON U.S. LLC.

On May 28, 2010, Louisville Gas and Electric Company and Kentucky Utilities Company will also file applications under KRS 278.300 for authority to refinance certain evidence of indebtedness contingent upon the successful approval of the PPL Corporation transaction by the applicable state and federal regulatory authorities and consummation of the transaction by the parties.

Would you please assign these matters case numbers and advise us of the same so that each can be incorporated into the respective application and supporting testimony before it is filed with the Commission?

With this letter, Kentucky Utilities Company and Louisville Gas and Electric Company are requesting that the Commission Staff schedule an informal conference for Wednesday, June 2, 2010 at 10:00 a.m. at the offices of the Commission for the purpose of making a summary

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presentation on the proposed transaction and associated financing applications. If a formal motion is required, please contact me at your first convenience.

Although the change of control application is not related to the pending rate cases, I am notifying by copy of this letter each of the counsel to the parties in the rate cases as a matter of professional courtesy and information should they wish to attend.

Should you have any questions please contact me at your convenience.

Yours very truly,

A handwritten signature in black ink, appearing to read "Kendrick R. Riggs". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Kendrick R. Riggs

KRR:ec

cc: Parties of Record in Case Nos. 2009-00548 and 2009-00549
Paul E. Russell, Associate General Counsel, PPL Services Corporation
Rick Northern, Esq.