

**COMMONWEALTH OF KENTUCKY**  
**BEFORE THE PUBLIC SERVICE COMMISSION**

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PUBLIC SERVICE  
COMMISSION

**In the Matter of:**

**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**

**PETITION FOR CONFIDENTIAL PROTECTION**

PPL Corporation (“PPL”), E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC (“E.ON U.S.”), Louisville Gas and Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”) (collectively “Joint Applicants”), by counsel, petition the Kentucky Public Service Commission (“Commission”) pursuant to 807 KAR 5:001 Section 7 to grant confidential protection to certain information relating to the Applicants’ responses to the initial data requests of the Commission and the intervenors.

In support of this petition, Applicants state as follows:

1. On May 28, 2010, the Joint Applicants filed an application with the Commission pursuant to KRS 278.020(5) and (6).
2. On June 23, 2010, the Joint Applicants received initial data requests from the Commission and the intervenors.
3. On July 6, 2010, the Joint Applicants will file their responses to those initial data requests. Certain attachments provided along with the Joint Applicants’ responses to those initial data requests contain confidential commercial and proprietary information. In order to receive the necessary regulatory approvals, the Joint Applicants entered into a Joint Defense and

Confidentiality Agreement to protect the confidentiality of this information. This information is not publicly disseminated, and public disclosure of the information would harm the Joint Applicants. Further, in the event that the Commission does not approve the transaction, or in the event that the transaction otherwise does not close, E.ON AG and E.ON U.S. would suffer harm if this information were made public and therefore accessible to other potential purchasers, as it would lessen competition in a subsequent bidding process and allow other potential purchasers to bid down the price of E.ON U.S. Further, PPL, as a publicly traded company, would suffer harm if this non-public, confidential and proprietary commercial information were made public. Therefore, all parties to the proposed acquisition would suffer harm if this information were made public. The Commonwealth of Kentucky may also suffer harm if this information is made public and the transaction fails to close, as competition in any subsequent bidding process would be lessened.

4. Under KRS 61.878(1)(c), commercial information, generally recognized as confidential, is protected if disclosure would cause competitive injury and permit competitors an unfair commercial advantage. Public disclosure of this information may cause competitive injury to each of the Joint Applicants and cause a lessening of competition in a subsequent bidding process in the event the Commission denies the Joint Application or the proposed acquisition otherwise fails to close. Public disclosure of this information would also harm PPL and its shareholders.

5. The attachments to the Joint Applicants' data responses which contain confidential information are:

(a) Joint Applicants' Response to Attorney General's Initial Request for Information No. 1. This request asks for "minutes of any meetings held whereat the acquisition was discussed: (a) between the shareholders and the company management; and (b) between the board of directors and the company

management, of each of the Joint Applicants pertaining to the contemplated transaction.” Minutes of shareholder, board of director, and company management meetings contain confidential and proprietary commercial information, the public disclosure of which would cause the Joint Applicants harm.

(b) Joint Applicants’ Response to Attorney General’s Initial Request for Information No. 22. This request asks for “a copy of any all due diligence report(s) conducted.” The reports that reflect the due diligence studies conducted for purposes of the proposed acquisition contain confidential and proprietary commercial information as well as information protected by the attorney-client privilege and work-product doctrine. The public disclosure of this information would cause the Joint Applicants harm.

(c) Joint Applicants’ Response to Attorney General’s Initial Request for Information No. 31. This request asks for a complete copy of all filings associated with PPL’s and E.ON’s premerger notifications filed pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“HSR”). The HSR filings contain confidential and proprietary commercial information related directly to issues of competition, and public disclosure of these materials would cause the Joint Applicants harm. Further, 15 U.S.C. § 18(a)(h) states in relevant part: “Disclosure exemption. Any information or documentary material filed with the Assistant Attorney General or the Federal Trade Commission pursuant to this section shall be exempt from disclosure under section 552 of title 5, United States Code, and no such information or documentary material may be made public, except as may be relevant to any administrative or judicial action or proceeding.”

(d) Joint Applicants’ Response to First Data Request of Commission Staff No. 2. This request asks for “all PPL presentations made to investment bankers, rating agencies and others relating to the proposed acquisition . . . along with any reports, opinions or analyses from such entities regarding the proposed acquisition.” Some of the materials provided in response to this request contain earnings projections that have not been publicly disclosed and therefore are highly confidential market-sensitive information, the public disclosure of which would cause the Joint Applicants harm.

(e) Joint Applicants’ Response to First Data Request of Commission Staff No. 18(b). This request asks whether PPL, PPL Kentucky, LG&E, KU, or any person on their behalf performed any analysis, calculation, estimate, or projection, whether partial, preliminary, incomplete, or final, of any potential synergies, benefits, savings, or cost reductions that might result from the PPL acquisition of LG&E and KU”, and if so, “to provide copies of each analysis, calculation, estimate, or Projection.” The information provided in response to this request is a copy of a preliminary and incomplete draft (and related attachments, exhibits and materials attached thereto) of a report that was prepared by Booz & Co. (“Booz”) during the early months of 2010. That document and related attachments, exhibits

and materials attached thereto contain information about business processes and evaluations, that if publicly disclosed, would harm PPL in future potential acquisitions. Public disclosure of this business process type information would cause “unfair commercial advantage to competitors” under KRS 61.878(1)(c)(1) and reveal “secret commercially valuable plans” under KRS 61.878(1)(c)(2)(c).

(f) Joint Applicants’ Response to First Data Request of Commission Staff No. 22. This request asks for information on North American Electric Reliability Council entities and the Regional Reliability Organization with which PPL is registered, including, but not limited to, information on violations, programs, and audits. The materials provided in response to this request contain confidential and proprietary commercial information the disclosure of which would cause PPL harm.

6. This information is treated as highly confidential by the Joint Applicants, and is not widely disseminated even among the Joint Applicants’ employees. Only personnel with a business reason to use this confidential information are permitted to view it, including the senior management, directors, and those employees engaged in achieving the various regulatory approvals.

7. If the Commission disagrees with the Joint Applicants that this information is exempt from disclosure as confidential commercial information, however, it must hold an evidentiary hearing to protect the due process rights of the Joint Applicants and supply the Commission with a complete record to enable it to reach a decision with regard to this matter.

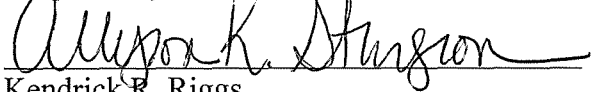
8. Applicants do not object to disclosure of the confidential information, pursuant to a protective agreement, to intervenors with a legitimate interest in reviewing the confidential information for the purpose of commenting on the Joint Application.

9. In accordance with the provisions of 807 KAR 5:001(7), the Joint Applicants are filing with the Commission one (1) set of the confidential information provided as part of its data responses with the information highlighted and marked confidential and ten (10) sets of the data responses with the confidential information redacted.

**WHEREFORE**, PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company respectfully request that the Commission grant confidential protection for the information at issue, or schedule an evidentiary hearing on all factual issues while maintaining the confidentiality of the information pending the outcome of the hearing.

Dated: July 6, 2010

Respectfully submitted,

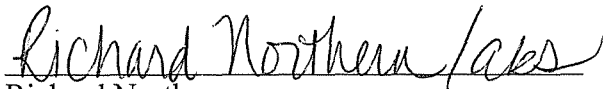


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**CERTIFICATE OF SERVICE**

This is to certify that the foregoing Petition for Confidential Protection was served on the following by U.S. Mail, postage prepaid, this 6<sup>th</sup> day of July, 2010.

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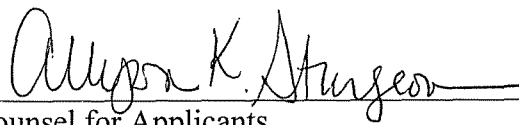
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