



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

**E.ON U.S. LLC**  
State Regulation and Rates  
220 West Main Street  
PO Box 32010  
Louisville, Kentucky 40232  
www.eon-us.com

**RECEIVED**

**JUL 09 2010**

**PUBLIC SERVICE  
COMMISSION**

Lonnie E. Bellar  
Vice President  
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July 9, 2010

**RE: *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:

Please find enclosed and accept for filing the original and twelve (12) copies of the Joint 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 Question No. 22 of the Initial Request for Information of the Attorney General dated June 23, 2010, in the above-reference matter.

Also, enclosed are an original and twelve (12) copies of a Supplemental Petition for Confidential Protection for certain information in the Supplemental Response to the Attorney General’s Question No. 22 and in the Supplemental Response to the Commission Staff’s Question No. 2.

The verification pages for Paul A. Farr and William H. Spence will be filed next week.

Should you have any questions regarding the enclosed, please contact me at your convenience.

Sincerely,

Lonnie E. Bellar

cc: Parties of Record

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

**RECEIVED**  
JUL 09 2010  
PUBLIC SERVICE  
COMMISSION

In the Matter of:

JOINT APPLICATION OF PPL CORPORATION, )  
E.ON AG, E.ON US INVESTMENTS CORP., )  
E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC ) CASE NO.  
COMPANY AND KENTUCKY UTILITIES ) 2010-00204  
COMPANY FOR APPROVAL OF AN ACQUISITION )  
OF OWNERSHIP AND CONTROL OF UTILITIES )

JOINT 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  
ATTORNEY GENERAL'S INITIAL REQUEST FOR INFORMATION  
DATED JUNE 23, 2010

FILED: July 9 2010

**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**

**July 9, 2010 Joint Supplemental Response to the  
Attorney General's Initial Request for Information  
Dated June 23, 2010**

**Question No. 22**

**Responding Witness: Paul A. Farr / William H. Spence / Counsel**

Q-22. Please provide a copy of any and all due diligence report(s) conducted.

- A-22. 1) The Joint Applicants are filing with the Kentucky Public Service Commission ("KPSC") pursuant to a Supplemental Petition for Confidential Protection two environmental due diligence reports prepared by Corporate Environmental Solutions LLC ("CES"). The first report is entitled "Corporate Environmental Solutions LLC (Due Diligence Report – Preliminary Comments on Historical Aspects of Certain Utilities in Kentucky" and is dated April 5, 2010 (please see **Supplement Attachment 1**). The second report is entitled "Corporate Environmental Solutions LLC Due Diligence Report - Supplemental Preliminary Comments on Historical Aspects of Certain Kentucky Utilities (Henderson 2)" and is dated April 11, 2010 (please see **Supplement Attachment 2**).
- 2) The Joint Applicants are also providing to the KPSC the privilege log referenced in their initial response to Question No. 22 of the Attorney General's Initial Request for Information dated June 23, 2010 and filed on July 6, 2010 (please see **Supplement Attachment 3**).

PRIVILEGE LOG

	<b>Date:</b>	<b>Author:</b>	<b>Addressee:</b>	<b>Indicated or blind copies:</b>	<b>Distributees:</b>	<b>Nature and Legal basis for the privileged asserted:</b>
1.	March 24, 2010	Simpson Thacher & Bartlett LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
2.	February 26, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
3.	March 16, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
4.	March 25, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
5.	March 29, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
6.	April 5, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product
7.	April 12, 2010	K&L Gates LLP	<b>PPL Corporation</b>	None.	PPL counsel and executives	Attorney client communication; Attorney work product