



STOLL · KEENON · OGDEN
P L L C

2000 PNC PLAZA
500 WEST JEFFERSON STREET
LOUISVILLE, KY 40202-2828
MAIN: (502) 333-6000
FAX: (502) 333-6099
www.skofirm.com

KENDRICK R. RIGGS
DIRECT DIAL: (502) 560-4222
DIRECT FAX: (502) 627-8722
kendrick.riggs@skofirm.com

August 20, 2010

RECEIVED

AUG 20 2010

PUBLIC SERVICE
COMMISSION

Via Hand Delivery

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

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 Supplemental Responses 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 Supplemental Request for Information of the Office of the Attorney General, Item No. 2-16, and to the First Set of Data Requests of Kentucky Industrial Utility Customers, Inc., Item No. 1-6.

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.

Yours very truly,

Kendrick R. Riggs

KRR:bsk

Enclosures

cc: Counsel to the Parties of Record (w/encl.)

400001 137417/648726.1

COMMONWEALTH OF KENTUCKY
BEFORE THE 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)	

SUPPLEMENTAL JOINT 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 SUPPLEMENTAL REQUEST FOR INFORMATION
DATED JULY 16, 2010

FILED: August 20, 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

**Supplemental Joint Response to the Attorney General's Supplemental Request for
Information
Dated July 16, 2010**

Question No. 16

Responding Witness: Lonnie E. Bellar

- Q-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.
- A-16. The only filing that has been made with any other state or federal regulatory agency that is not currently of record in the instant proceeding is the *Application of Kentucky Utilities Company d/b/a Old Dominion Power Company for Approval of Affiliate Transactions in Connection with Transfer of Ownership and Control and Restructuring and Refinancing of Debt*, Case No. PUE-2010-_____ (VSCC August 17, 2010). The Joint Applicants are providing this Application on the enclosed CD.

COMMONWEALTH OF KENTUCKY
BEFORE THE 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)	

SUPPLEMENTAL JOINT 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
FIRST SET OF DATA REQUESTS OF
KENTUCKY INDUSTRIAL UTILITY CUSTOMERS, INC.
DATED JUNE 23, 2010

FILED: August 20, 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

**Supplemental Joint Response to First Set of Data Requests of
Kentucky Industrial Utility Customers, Inc.
Dated June 23, 2010**

Question No. 6

Responding Witness: Lonnie E. Bellar

- Q-6. Please identify and describe all new intercompany agreements that will be implemented and that will affect the costs of KU and LG&E, including, but not limited to, a service company agreement, intercompany tax allocation agreement, and integration agreement.
- A-6. The parties anticipate that new relevant intercompany agreements may be needed in the following areas:
- forms of services agreement(s) between E.ON U.S. Services Inc., PPL Services Corporation or other affiliates so as to allow for intra-company services within the PPL group of companies if such agreements would enhance operational effectiveness
 - form of tax allocation agreement among E.ON U.S., LG&E, KU and relevant PPL-affiliates governing tax allocation and sharing matters

On August 17, 2010, KU filed with the Virginia State Corporation Commission, pursuant to Chapter 4 of Title 56 of the Virginia Code, an Application for approval of affiliate transactions. That application seeks approval of a new tax allocation agreement, of intercompany financing from PPL Investment Corp., a subsidiary of PPL Corp. and of insurance coverage from PPL Power Insurance, Ltd., also a subsidiary of PPL Corp. The details of these intercompany agreements are more fully set forth in the application, transaction summary and exhibits, all of which are being provided in response to the Joint Applicants' Supplemental Response to the Attorney General's Supplement Request for Information No. 16.

