

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 )  
US, LLC, LOUISVILLE GAS AND ELECTRIC )  
COMPANY, AND KENTUCKY UTILITIES ) CASE NO. 2010-00204  
COMPANY FOR APPROVAL OF AN )  
ACQUISITION OF OWNERSHIP AND CONTROL )  
OF UTILITIES )

NOTICE OF FILING

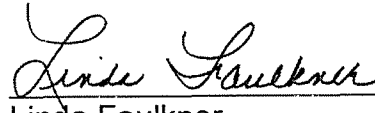
Notice is given to all parties that the following materials have been filed into the record of this proceeding:

- The digital video recording of the evidentiary hearing conducted on September 8, 2010 in this proceeding;
- Certification of the accuracy and correctness of the digital video recording;
- All exhibits introduced at the evidentiary hearing conducted on September 8, 2010 in this proceeding;
- A written list of the exhibits introduced at the evidentiary hearing conducted on September 8, 2010 in this proceeding;
- A written log listing, *inter alia*, the date and time of where each witness' testimony begins and ends on the digital video recording of the evidentiary hearing conducted on September 8, 2010.

A copy of this Notice, the certification of the digital video record, exhibit list, and hearing log have been served by first class mail upon all persons listed at the end of this Notice. Parties desiring an electronic copy of the digital video recording of the hearing may download a copy at [http://psc.ky.gov/av\\_broadcast/2010-00204/2010-](http://psc.ky.gov/av_broadcast/2010-00204/2010-)

00204\_08Sep10\_Inter.aspx. The exhibits introduced at the evidentiary hearing may be downloaded at <http://psc.ky.gov/pscscf/2010%20cases/2010-00204/>.

Done at Frankfort, Kentucky, this 21<sup>th</sup> day of September 2010.

A handwritten signature in cursive script, reading "Linda Faulkner", written over a horizontal line.

Linda Faulkner  
Director, Filings Division  
Public Service Commission of Kentucky

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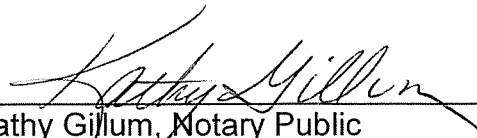
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CERTIFICATE

I, Kathy Gillum, hereby certify that:

1. The attached DVD contains a digital recording of the hearing conducted in the above-styled proceeding on September 8, 2010;
2. I am responsible for the preparation of the digital recording;
3. The digital recording accurately and correctly depicts the hearing;
4. The "Exhibit List" attached to this Certificate correctly lists all exhibits introduced at the hearing of September 8, 2010;
5. All exhibits introduced at the hearing of September 8, 2010 are attached to this Certificate and are the original documents presented at the hearing; and,
6. The "Hearing Log" attached to this Certificate accurately and correctly states the events that occurred at the hearing of September 8, 2010 and the time at which each occurred.

Given this 21st day of September, 2010.

  
Kathy Gillum, Notary Public  
State at Large

My commission expires: Sept 3, 2013

## EXHIBIT LIST

<b>Exhibit No.</b>	<b>Description</b>
PSC Comment-1	Written Comments of Guy Vasant
PSC Comment-2	Written Comments of David Lott on behalf of Kentucky Alliance Against Racist and Political Repression
PSC Comment-3	Written Comments of James Daniel on behalf of Kentucky Council for Dix Dam Safety

## HEARING LOG

Date	Time	Event
09/08/2010	10:06:29	Hearing begins - All Commissioners Present
09/08/2010	10:06:36	Preliminary Remarks
09/08/2010	10:07:24	Appearances of Counsel
09/08/2010	10:11:04	Call for Outstanding Motions
09/08/2010	10:11:35	Public Comment taken
09/08/2010	10:11:35	Public Comment - Guy Vasant
09/08/2010	10:23:06	Public Comment - Joann Paris (Declined to Comment)
09/08/2010	10:25:29	Public Comment - K.A. Owens (Declined to Comment)
09/08/2010	10:25:55	Public Comment - Joseph Wise (Declined to Comment)
09/08/2010	10:26:21	Public Comment - David Lott
09/08/2010	10:30:32	Public Comment - James Daniel
09/08/2010	10:43:56	Applicants' Witness Lonnie Bellar - Direct Testimony
09/08/2010	10:48:40	Applicants' Witness Lonnie Bellar - Intervenors Waive Cross-Exam
09/08/2010	10:50:30	Applicants' Witness Lonnie Bellar - Commissioner Armstrong Questions
09/08/2010	10:53:11	Applicants' Witness Lonnie Bellar - IBEW Cross-Examination
09/08/2010	10:56:36	Applicants' Witness Lonnie Bellar - PSC Staff Cross-Examination
09/08/2010	11:03:02	Applicants' Witness Lonnie Bellar - Commissioner Gardner Questions
09/08/2010	11:12:12	Commissioner Gardner Data Request
09/08/2010	11:14:47	Applicants' Witness Lonnie Bellar - Commissioner Borders Questions
09/08/2010	11:18:48	Applicants' Witness Lonnie Bellar - Applicants Re-Direct Examination
09/08/2010	11:20:13	Applicants' Witness James Miller - Direct Testimony
09/08/2010	11:21:44	Applicants' Witness James Miller - PSC Staff Cross-Examination

<b>Date</b>	<b>Time</b>	<b>Event</b>
09/08/2010	11:46:34	Applicants' Witness James Miller - Commissioner Armstrong Questions
09/08/2010	11:55:00	Applicants' Witness James Miller - Commissioner Gardner Questions
09/08/2010	12:21:12	Applicants' Witness James Miller - Commissioner Borders Questions
09/08/2010	12:34:58	Applicants' Witness James Miller - Applicants Re-Direct Examination
09/08/2010	12:43:55	Applicants' Counsel Requests Questions Regarding Settlement Agreement
09/08/2010	12:45:05	Signatories to Settlement Agreement Are Sworn – Commissioner Armstrong Questions
09/08/2010	12:46:21	Hearing Recesses
09/08/2010	13:50:08	Hearing Resumes - All Commissioners Present
09/08/2010	13:50:42	Applicants' Witness Paul Farr - Direct Examination
09/08/2010	13:53:42	Applicants' Witness Paul Farr - PSC Staff Cross-Examination
09/08/2010	13:59:33	Applicants' Witness Paul Farr - Commissioner Garner Questions
09/08/2010	14:11:20	Applicants' Witness Paul Farr - Commissioner Borders Questions
08/10/2010	12:00:20	Applicants' Witness Paul Farr - Applicants' Re-Direct Examination
09/08/2010	14:17:55	Applicants' Witness William Spence - Direct Testimony
09/08/2010	14:19:21	Applicants' Witness William Spence - PSC Staff Cross-Examination
09/08/2010	14:21:16	Applicants' Witness William Spence - Commissioner Gardner Questions
09/08/2010	14:26:30	Applicants' Witness William Spence - Commissioner Borders Questions
09/08/2010	14:32:35	Applicants' Witness Williams Spence - Commissioner Armstrong Questions
09/08/2010	14:37:13	Applicants' Witness Paul Coomes - Direct Testimony
09/08/2010	14:38:19	Applicants' Witness Paul Coomes - Commission Armstrong Questions
09/08/2010	14:43:15	Applicants' Witness Victor Staffieri - Direct Testimony
09/08/2010	14:44:08	Applicants' Witness Victor Staffieri - PSC Staff Cross-Examination
09/08/2010	14:49:05	PSC Staff Data Request

<b>Date</b>	<b>Time</b>	<b>Event</b>
09/08/2010	14:59:17	Applicants' Witness Victor Staffieri - Commissioner Gardner Questions
09/08/2010	15:01:53	Applicants' Witness Victor Staffieri - Commissioner Armstrong Questions
09/08/2010	15:03:38	Applicants' Witness Victor Staffieri - AG Cross-Examination
09/08/2010	15:04:15	Applicants' Witness Victor Staffieri - PSC Staff Cross-Examination
09/08/2010	15:06:31	Applicants' Witness Victor Staffieri - Commissioner Armstrong Questions
09/08/2010	15:07:38	Applicants' Witness Victor Staffieri - Commissioner Borders Questions
09/08/2010	15:08:59	Applicants' Witness Victor Staffieri - AG Cross-Examination
09/08/2010	15:09:47	Applicants' Witness Victor Staffieri - PSC Staff Cross-Examination
09/08/2010	15:10:55	Applicants' Witness Brad Rives - Direct Testimony
09/08/2010	15:13:45	Applicants' Witness Brad Rives - PSC Staff Cross-Examination
09/08/2010	15:16:57	Applicants' Witness Brad Rives - Commissioner Gardner Questions
09/08/2010	15:29:54	Applicants' Witness Brad Rives - Applicants' Re-direct Examination
09/08/2010	15:30:34	Applicants Conclude Case
09/08/2010	15:31:13	Discussion of Procedural Matters
09/08/2010	15:33:57	Hearing Adjourns



My name is Guy Vasant and as a representative of the Kentucky Council for Dix Dam Safety, I sent a certified letter on May 18, 2010 to the Public Service Commission requesting a comprehensive, professional inspection of the 85 year old Dix Dam, before it's purchase by Pennsylvania Power and Light could be finalized. Quite surprisingly, our group never even heard back from the PSC concerning this request, which we believe falls directly under their mandate in KRS 278.020 to protect the public interest.

Since that time the Wolf Creek Dam in southeastern Kentucky has developed serious stability problems directly related to solution channel development in the extensive limestone karst foundation that underlies this massive structure. On July 24, 2010 the Lake Delhi Dam in Iowa was breached and underwent a catastrophic failure after a large rainstorm. This 85 year old, privately owned, former hydroelectric dam had passed all inspections by Iowa state regulators. It is now more urgent than ever for the Dix Dam to undergo a third party review by an independent professional. In fact, the last comprehensive, third party inspection was performed by the Corps of Engineers in 1978.

Our group would prefer and hope that this inspection could be performed by an experienced professional engineer approved by the Federal Energy Regulatory Commission. In fact, since Kentucky Utilities sells electricity across our state line to Virginia and Tennessee, we are left to wonder why the Federal Energy Regulatory Commission is not already performing inspections of Dix Dam.

Regardless of who finally performs this inspection, it is obvious to us who should be required to pay for it and that would be E.ON. As this deal is now structured they stand to clear at least two billion dollars in profit over the initial 3.2 billion dollar purchase price from Powergen. And that's just since 2002! In addition to that, since E.ON is selling all of their U.S. assets, this two billion dollars will all be returned to Europe to be used in improving and modernizing their European utility businesses. Once this deal is consummated, Kentuckians won't see one nickel of this two billion dollars, even though all of this profit was generated by Kentuckians every time they turned on their light switches since 2002. In fact, the 2002 sale of L G & E and KU was a real travesty for the citizens of Kentucky, who certainly would have preferred for the two billion dollars in value created by these two outstanding, Kentucky-based utility companies to have remained in Kentucky for the advantage of all Kentuckians. With government approved decisions as short sighted as this one, is it really any wonder that our law makers can't even balance our budget and have to furlough state government employees!

As far as the proposed sale to Pennsylvania Power and Light is concerned, much higher rates for Kentuckians are sure to follow, even if there is a two year hiatus before they are proposed or approved. The high purchase price makes this inevitable. So E.ON is the big winner in 2010, happily returning to their European homeland with two billion dollars taken right out of the hands of millions of more than deserving Kentuckians.

However, our group would prefer that before E.ON collects it's enormous profit and leaves Kentucky for good, they should at least be required to fund a comprehensive, independent, professional inspection of Dix Dam. This would certainly help protect the citizens of Frankfort and many other Kentucky River dwellers from a potential catastrophe. For this to happen, it will require the Public Service Commission to enforce KRS 278.020 to it's full intent under the law and protect the public interest of the citizens of Frankfort by requiring an inspection of Dix Dam.

Since our group doesn't know if the PSC will act decisively in this matter, we are also preparing a final request to be delivered to Attorney General Jack Conway. We will ask him to over-rule the Public Service Commission and act to protect the safety and best interests of Kentuckians by requiring a comprehensive inspection of Dix Dam as a condition for any transfer of ownership.

I would like to thank the Commission for the opportunity to present this report at todays hearing.

Guy (Jeff) Vansant  
Kentucky Council for Dix Dam Safety  
(502) 330-6614

**Comments before the Kentucky Public Service Commission in  
Frankfort on September 8, 2010 by David Lott**

*- Kentucky Alliance Against  
Racism and Political Repression*

I am part of a coalition of Louisville citizens who are ratepayers of Louisville Gas and Electric Company. We believe that the sale of LG&E by E.ON to PPL is not in the best interest of the people of Louisville.

Instead, we support the utility being sold to the people of Louisville and run as a not-for-profit provider and governed by a community based board that would establish policy. Because of the actions of Goldman Sachs acting as broker demanding millions of dollars from the city up front in the event the previous deal by the Abramson administration fell through, the people of Louisville lost the opportunity to buy LG&E despite having the highest bid and a secure financing plan. We need additional time to renegotiate this deal. The financial extortion of Goldman Sachs should not be rewarded through the approval of this application for sale to PPL.

We have been told that the Public Service Commission will judge this application based on several factors that include examining if the proposed sale will harm rate payers, if it will lead to a deterioration of customer service, if the reliability of the company's service will remain the same, and if the headquarters will remain in Louisville?

We believe that this sale will have a harmful impact on ratepayers. Ultimately the harm of this sale to rate payers will be the likelihood that our experiences in the past, such as frequent and unjustified rate increases, will continue. The sale cost of \$7.65 billion is suggested to be overvalued by more than \$2 billion – no one seriously believes that the cost of this sale will not be recovered by PPL as it finds justification for submitting further rate increases for your approval while it seeks to protect its profits on the backs of the people of Louisville. This will likely be true even if, as has been reported, that they will not seek rate increases until 2013.

We can anticipate that the number of seniors, the poor, people who are out of work and others having a tough time making ends meet will only increase as the economy worsens. This will mean our community will see an increase in the already high number of threats to cut off utilities in the cold of winter and heat of summer as people get behind in their payments and thus endangering lives.

Rate payers will further be harmed by the continued reliance on toxic and polluting coal as LG&E's primary source of energy absent any serious consideration of more sustainable alternatives. Communities elsewhere in the state will continue to be ravaged by mountaintop removal and strip mining to access so-called "cheap" coal.

Protecting the public interest means that we need a not-for-profit community controlled utility in Louisville that will take into consideration the true social cost of coal. A for-profit company that has the majority of its customers in Europe will have no motivation to consider the impact of its U.S. operations on the people who live here. PPL already has a questionable safety record elsewhere in this country.

Finally, we believe that further harm to rate payers will occur as profits, in the form of dividends paid out to stockholders, will be leached out of our community instead of being reinvested in the community, hiring local contractors and workers, putting money back into needed infrastructure and other priorities.

In another area of concern, it has been reported that PPL has made numerous promises to win over the support of local officials following the failed attempt by the city to purchase LG&E. One of those was a promise that PPL keep the headquarters of LG&E in Louisville. All we can say is that “what PPL giveth it can also taketh away”.

We have been told that the PSC only has jurisdiction over operating entities in Kentucky such as LG&E and KU and that PPL, as a holding company, is not an entity regulated by the Commission. But the reality is that it is a fiction that these entities can be separated. The profits will go directly from our pocketbooks to the coffers of PPL.

We have been told that you function as “judges” as you review the application for this sale. We call on you to rule in favor of the people of Louisville, to honor the “public” part of your commission, and not just rubberstamp another big corporate buyout that will not serve the people of Louisville.

Thank you.

*David J. Lott*  
*1720 Rosewood Avenue*  
*Louisville, KY 40204*

***Written comments as orally presented at the PSC Public Hearing September 8, 2010, by James Daniel, Spokesperson for the Kentucky Council for Dix Dam Safety.***

The Kentucky Council for Dix Dam Safety (KCFDDS) requests the Kentucky Public Service Commission to exercise its authority under KRS 278.020 (5) and (6), "Approval required for acquisition or transfer of ownership", to require that e.On/KU have a comprehensive independent third party inspection conducted on the Dix Dam as a condition for approval of the ongoing acquisition of KU/LGE by Pennsylvania Power and Light from the international power consortium, e.On. This inspection is entirely appropriate and consistent with the PSC's prime directive to assure that the public interest is served, particularly those of the Dix Dam downstream residents, the citizens and property owners of the cities of Danville, Harrodsburg and Burgin, the KU ratepayers and investors. It should be noted that E.On/KU informed our group during our February 2010 meeting that the dam was not inspected prior to e.On's acquisition of KU in 2001.

We recommend the PSC require an independent third party inspection by an experienced professional engineer certified by the Federal Energy Regulatory Commission, because their unique qualifications make them particularly suitable for this type of structure. However, there may be other experts that could be used if a certified FERC inspector is not available. The need for this is echoed by KU's own general manager Jeffery Fraley in an April, 2009 letter to local emergency management director Deron Rambo, where he states their intent to conduct a "third party engineering review of past inspections and analyses of past engineering reviews." There is no record of this ever having been done.

Our group is very concerned about the integrity and safety of the 85 years old Dix Dam owned and operated by e.On/KU, which is an integral component of this ownership transfer. The following statements are not our own opinions, but rather those dam engineers who built Dix Dam and studied it for years, including the Corps of Engineers and e.On/KU's own engineers, as reflected in the official record. We are merely their messengers.

The only engineering company that has ever looked at or inspected this dam is Arcadis Engineering, or companies merged into or

acquired by Arcadis (see attachment). The Kentucky Division of Water (DOW) has been the sole regulatory authority over Dix Dam since the Corps of Engineers relinquished oversight in 1980. When our group brought our concerns to the state government and public attention nearly 2 years ago, the DOW didn't even have a complete file on it. It had been "lost" for an undetermined amount of time (over a year) before then. Much of the file has been recreated since then at our insistence.

According to the undisputed record, a catastrophic failure of this "High Hazard" dam during a 1978 type flood event would assuredly cause subsequent devastation and loss of life, property and the long-term disruption of state and local governments of downstream residents. Numerous Kentucky State Government buildings would be flooded/destroyed by the tsunami type wave in the Capitol City, as well as the total loss of utilities, shutting down state government services when they are most needed.

The complete evacuation of downtown Frankfort in less than 3 hours will be extremely difficult, if not an impossible task for the emergency planners and first responders. There are two multi-story elderly care facilities in the downtown area. The Frankfort/Franklin County Emergency Management Command Center will be rendered useless since it is located on the banks of the Kentucky River behind the floodwall, which will be overtopped by nearly 35 feet of a watery slurry carrying trees, cars, demolished structures, steel-bottomed houseboats, etc. at 20 MPH. The 5 bridges that serve the Capitol City would most likely be lost in the deluge.

A failure of this dam would also include the loss of a potable water supply for Burgin, Harrodsburg and Danville, Kentucky, forcing their abandonment (including Centre College) until a new source could be located and constructed. Several bridges along the Kentucky River would also be jeopardized, including the railroad bridge at High Bridge and I-64, which could impede interstate commerce and national defense. It would also disrupt electricity generation at the E. W. Brown plant that depends upon the lake water for cooling purposes.

This antiquated "High Hazard" Dam is over 1,000 feet long and 285 feet high and impounds Herrington Lake that is 25+ miles long. It

is located in a canyon just 53 miles above the Singing Bridge in Frankfort. It does not meet current design engineering and safety standards for rock-fill dams according to the Corps of Engineers (COE), Phase I study. Those standards were adopted since the 1925 construction of Dix Dam because they added to the safety and reliability of dams. The Dix Dam could not be built today in America because of those safety deficiencies.

According to DOW's own files, for the past 30 years the DOW has not done or ordered a subsurface inspection of the dam, as it has only provided a cursory biennial "walk over" visual inspection. The records indicate that the regulatory relationship between the DOW and KU after 1980 has been one where DOW has permitted KU to essentially regulate itself. A long promised report on the current overall condition of the dam from this agency is still in draft form, and thus unavailable to the public. Over the last year KU's consultant, Arcadis has completed a few reports including an inundation study which gives the dire news about the flooding.

Located only about 40 miles away from the Dix Dam, The Wolf Creek Dam has now developed serious problems in its karst limestone foundation that may not be repairable. The Wolf Creek Dam and Dix Dam are both built on a foundation of karst limestone. The Dix River has numerous "boils" located below the dam that indicate that conduits have formed under the it allowing water to flow through the foundation limestone, which is considered a dangerous condition for any dam. During our meeting with KU, Arcadis consultants admitted that they have no direct knowledge of the limestone foundation directly underneath the dam and do not plan to investigate it.

We know that the lake level went up 40 feet in a day to the spillway gates during the recent Spring flood, leaving only 40 feet to the top of the dam. If we had had another big rain within a few days, it could have spelled overtopping. Therefore, we contest e.On/KU's assurances that "the possibility of overtopping failure is clearly so remote as to not be reasonable to postulate." This is preposterous. It does not make any more sense than the 1980 Breach Analysis, conducted by the same people now known as Arcadis, saying that it would take 29+ hours for the water to get to Frankfort (just 53 miles) in the event of a 2 hour complete washout breach of the dam, and that the level would be below our floodwall when it got

here. As the new inundation study conducted by Arcadis at our insistence makes perfectly clear, the first wave will arrive in Frankfort in about 3 hours moving at 20 MPH and it could be 35 feet over the top of the floodwall.

Regarding the effects of an earthquake on the dam or seismic stability of the canyon, the COE has warned “any disturbance may have a serious effect on the structure.” One can envision Frankfort experiencing the “Big One”, and then being hit by a tsunami type wave moving 20 MPH a few hours later while the rescue operations were underway. The Potential Failure Mode Analysis states that “Earthquake loading was probably not considered in the original design” and “Embankment instability could damage the face slab providing failure due to through flow.” The New Madrid earthquakes occurred in 1811–12, so some scientists are saying that we are “past due”.

In addition, e.On/KU’s original emergency management plan, that existed in KU’s files for nearly 30 years, did not even include calling Frankfort in the event of a failure! Frankfort did not even have a copy of it until our involvement with this issue. This would seem to place the credibility of Arcadis into serious question.

According to the dire conditions as stated in the 2009 inundation study, a catastrophic dam failure would create loss of life and the shut down of State and City governments for an indeterminate length of time. In light of this new information, the safety of the dam is now more critical than ever. As a recent editorial in The State Journal stated, “Hopefully, the upcoming examinations will furnish more definitive answers and a new sense of security for Frankfort’s riverside population. The stakes are too high to accept anything less.”