

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In Re:

JOINT PETITION OF PPL CORPORATION,
E.ON AG, E.ON US INVESTMENTS CORP.,
E.ON U.S. LLC AND KENTUCKY UTILITIES
COMPANY FOR APPROVAL OF A
TRANSFER OF CONTROL OF KENTUCKY
UTILITIES COMPANY

DOCKET NO. 10-00118

MOTION FOR ADMISSION *PRO HAC VICE*

The Applicant, PPL Corporation, (hereinafter, "PPL"), by and through counsel, respectfully moves this Court for an order admitting **Richard Northern** to appear in this proceeding *pro hac vice* on behalf of PPL, and as grounds would show that:

1. Mr. Northern is a partner with Wyatt, Tarrant & Combs, LLP. His business address is 500 West Jefferson Street, Louisville, KY 40202. His residence address is 4514 Southern Parkway, Jefferson County, Louisville, KY 40214.

2. Mr. Northern, is licensed, in good standing with the bar of the Commonwealth of Kentucky, since 1976, under Bar No. 52123.

3. Mr. Northern is counsel for PPL Corporation and maintains a practice concentrating in corporate law and has represented PPL Corporation in similar matters currently and in the past and, as such, is fully familiar with the facts and circumstances in the instant action.

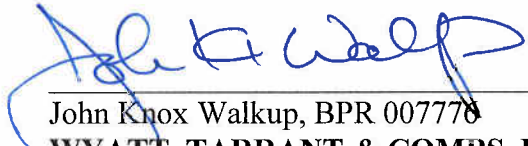
4. Mr. Northern has never been suspended, disbarred or resigned as a result of disciplinary charge, investigation, or proceeding from the practice of law in any jurisdiction. No

disciplinary proceeding has ever been filed against Richard Northern nor is any presently pending against him in any jurisdiction.

5. Mr. Northern's signed affidavit is attached to this Motion to Admit *Pro Hac Vice* as **Exhibit A**.

Dated this the 15th day of June, 2010.

Respectfully submitted,



John Knox Walkup, BPR 007778
WYATT, TARRANT & COMBS, LLP
2525 West End Avenue, Suite 1500
Nashville, Tennessee 37203
Telephone: 615.244.0020
Facsimile: 615.256.1726
(*kwalkup@wyattfirm.com*)

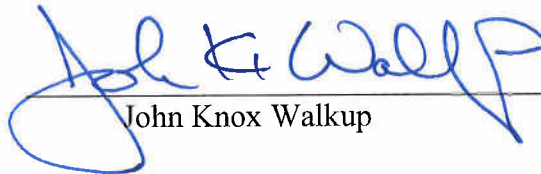
Richard Northern
WYATT, TARRANT & COMBS, LLP
2525 West End Avenue, Suite 1500
Nashville, Tennessee 37203
Telephone: 615.244.0020
Facsimile: 615.256.1726
(*rnorthern@wyattfirm.com*)

Counsel for PPL Services Corporation

CERTIFICATE OF SERVICE

This is to certify that on June 15, 2010, a copy of the foregoing Motion was sent via U.S. Mail to the following:

Office of the Tennessee Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, TN 37202



John Knox Walkup

45402884.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In Re:

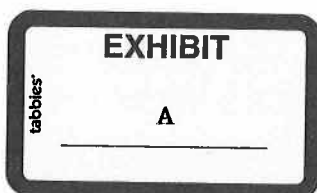
**JOINT PETITION OF PPL
CORPORATION, E.ON AG, E.ON US
INVESTMENTS CORP., E.ON U.S. LLC
AND KENTUCKY UTILITIES COMPANY
FOR APPROVAL OF A TRANSFER OF
CONTROL OF KENTUCKY UTILITIES
COMPANY**

DOCKET NO. 10-00118

AFFIDAVIT OF RICHARD NORTHERN

I, RICHARD NORTHERN, after first being duly sworn, hereby depose and state as follows:

1. I am of majority age and have personal knowledge of the facts contained herein.
2. I am a current resident of the Commonwealth of Kentucky and I am duly licensed to practice law in the Commonwealth of Kentucky. I am a partner with Wyatt, Tarrant & Combs, LLP. My office address is 500 West Jefferson Street, Louisville, KY 40202.
3. My residence address is 4514 Southern Parkway, Jefferson County, Louisville, KY 40214.
4. I am counsel for PPL Corporation and I maintain a practice concentrating in corporate law and have represented PPL Corporation in similar matters currently and in the past and, as such, am fully familiar with the facts and circumstances in the instant action.
5. I have been an active member in good standing of the bar of the Commonwealth of Kentucky since October 1, 1976. A true copy of a Certificate of Good Standing from the bar



of the Commonwealth of Kentucky is attached hereto. My registration number with the bar of the Commonwealth of Kentucky is 52123.

6. I have not been denied admission *pro hac vice* nor have I ever had my *pro hac vice* admission revoked by any court in any jurisdiction.

7. I have never been disciplined or sanctioned, nor are there any current disciplinary actions or investigations concerning my conduct pending against me by the Board of Professional Responsibility of the Supreme Court of Tennessee, or by any similar lawyer disciplinary authority.

8. I am familiar with the Tennessee Rules of Professional Conduct and the rules governing the proceedings of this court and I consent to the disciplinary jurisdiction of the Board of Professional Responsibility of the Supreme Court of Tennessee and the courts of Tennessee in any matter arising out of my conduct in the within proceeding and I agree to be bound by the Tennessee Rules of Professional Conduct and any other rules of conduct applicable to lawyers generally admitted in Tennessee.

9. The attorney that I will be associated with in this action is John Knox Walkup, BPR # 0007776, Wyatt, Tarrant, & Combs, LLP, 2525 West End Avenue, Suite 1500, Nashville, Tennessee 37203 (615) 244-0020.

10. I have paid all fees required pursuant to Tennessee Supreme Court Rule 19 in connection with the motion for *pro hac vice* admission.

11. Service of the Motion and Affidavit supporting my *pro hac vice* admission will be served upon all counsel of record and upon the Board of Professional Responsibility of the Supreme Court of Tennessee.

FURTHER THE AFFIANT SAITH NOT.



RICHARD NORTHERN

STATE OF KENTUCKY)
) :SS
COUNTY OF JEFFERSON)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 9th
day of June , 2010, by Richard Northern.



NOTARY PUBLIC

My commission expires: 6-29-2011.

KENTUCKY BAR ASSOCIATION

514 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601-1812

(502) 564-3795

FAX (502) 564-3225

www.kybar.org



OFFICERS

Charles E. English, Jr.
President

Bruce K. Davis
President-Elect

Margaret E. Keane
Vice President

Barbara D. Bonar
Past President

YOUNG LAWYERS

Jennifer Howard Moore
Chair

EXECUTIVE DIRECTOR

John D. Meyers

BOARD OF GOVERNORS

Douglas C. Ballantine

Anita M. Britton

Douglass Farnsley

Jonathan Freed

Fred E. Fugazzi, Jr.

James D. Harris, Jr.

Richard W. Hay

David V. Kramer

W. Douglas Myers

Thomas L. Rouse

Bobby Rowe

R. Michael Sullivan

William H. Wilhoit

M. Gail Wilson

THIS IS TO CERTIFY THAT

RICHARD NORTHERN

PNC Plaza

500 West Jefferson Street, Suite 2800

Louisville, Kentucky 40202

Membership No. 52123

is an active member in good standing with the Kentucky Bar Association as required by the Rules of the Supreme Court of Kentucky, no record of any complaints or charges of any kind having been preferred against him. Dated the 7th day of June, 2010.

JOHN D. MEYERS
REGISTRAR



By: _____

Nicole A. Key

Nicole A. Key, Deputy Registrar