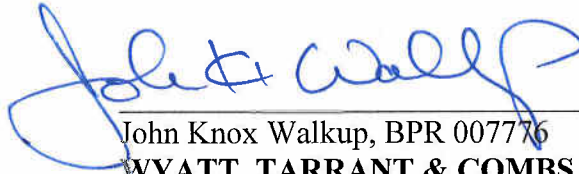


Dated this the 15th day of June, 2010.

Respectfully submitted,



John Knox Walkup, BPR 007776
WYATT, TARRANT & COMBS, LLP
2525 West End Avenue, Suite 1500
Nashville, Tennessee 37203
Telephone: 615.244.0020
Facsimile: 615.256.1726
(kwalkup@wyattfirm.com)

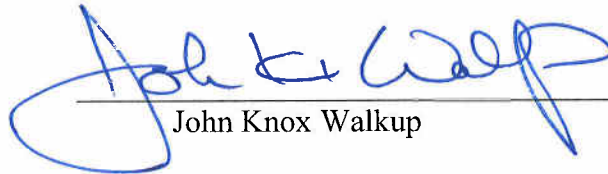
Paul Edwin Russell
Associate General Counsel
PPL Services Corporation
Two North Ninth Street
Allentown, PA 18101.
Telephone: 610-774-4254
Facsimile: 610-774-6726
(perussell@pplweb.com email)

Counsel for PPL Services Corporation

CERTIFICATE OF SERVICE

This is to certify that on June 15th, 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:

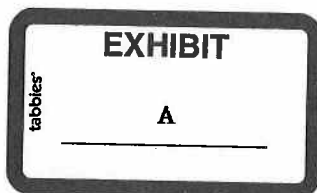
**JOINT PETITION OF PPL
CORPORATION, E.ON AG, E.ON US
INVESTMENTS CORP., E.ON U.S. LLC
AND KENTUCKY UTILITIES COMPANY
FOR APPROVAL OF A TRANSFER OF
CONTROL OF KENTUCKY UTILITIES
COMPANY**

DOCKET NO. 10-00118

AFFIDAVIT OF PAUL EDWIN RUSSELL

I, PAUL EDWIN RUSSELL, 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 Pennsylvania and I am duly licensed to practice law in the Commonwealth of Pennsylvania. I am Associate General Counsel for PPL Services Corporation. My office address is Two North Ninth Street, Allentown, PA 18101.
3. My residence address is 5210 Andrea Drive, Lehigh County, Wescosville, PA 18106.
4. I have been an active member in good standing of the bar of the Supreme Court of Pennsylvania since October 21, 1975. A true copy of a Certificate of Good Standing from the Supreme Court for the Commonwealth of Pennsylvania is attached hereto. My registration number with the Supreme Court for the Commonwealth of Pennsylvania is 21643.



5. 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.

6. 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.

7. 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.

8. 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.

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

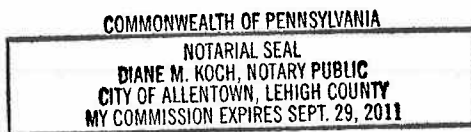
10. Service of the Motion and Affidavit supporting my *pro hac vice* admission will be served upon all counsel of record and upon the Board of Professional Responsibility of the Supreme Court of Tennessee.


FURTHER THE AFFIANT SAITH NOT.


PAUL EDWIN RUSSELL

COMMONWEALTH OF PENNSYLVANIA)
) :SS
COUNTY OF LEHIGH)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 8
day of June, 2010, by Paul Edwin Russell.




NOTARY PUBLIC

My commission expires: _____

9/29/2011



Supreme Court of Pennsylvania

CERTIFICATE OF GOOD STANDING

Paul Edwin Russell, Esq.

DATE OF ADMISSION

October 21, 1975

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: June 8, 2010

A handwritten signature in cursive script, reading "Patricia A. Nicola".

Patricia A. Nicola
Chief Clerk