BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

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In Re:		
JOINT PETITION OF PPL)	
CORPORATION, E.ON AG, E.ON US)	DOCKET NO. 10-00118
INVESTMENTS CORP., E.ON U.S. LLC)	
AND KENTUCKY UTILITIES COMPANY)	
FOR APPROVAL OF A TRANSFER OF)	
CONTROL OF KENTUCKY UTILITIES)	
COMPANY)	
)	

MOTION FOR ADMISSION PRO HAC VICE

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

- 1. Mr. Russell is Associate General Counsel for PPL Services Corporation. His business address is Two North Ninth Street, Allentown, PA 18101. His residence address is 5210 Andrea Drive, Lehigh County, Wescosville, PA 18106.
- 2. Mr. Russell, is licensed, in good standing with the bar of the Commonwealth of Pennsylvania, since 1975, under Registration No. 21643.
- 3. Mr. Russell 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 Paul Edwin Russell nor is any presently pending against him in any jurisdiction.
- 4. Mr. Russell's signed affidavit is attached to this Motion to Admit *Pro Hac Vice* as **Exhibit A**.

Dated this the 15^{15} 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 15^{th} , 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

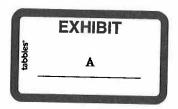
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)	

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.

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COMMONWEALTH OF PENNSYLVANIA

) :SS

COUNTY OF LEHIGH

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

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

DIANE M. KOCH, NOTARY PUBLIC
CITY OF ALLENTOWN, LEHIGH COUNTY
MY COMMISSION EXPIRES SEPT. 29, 2011

NOTARY PUBLIC

My commission expires:

PAUL EDWIN RUSSELL



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

Patricia A. Nicola Chief Clerk