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August 3, 2010

Via Electronic Filing

Mary Freeman
Chairman, Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
460 James Robertson Parkway
Nashville, TN 37219

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

Dear Ms. Freeman:

Enclosed, for filing in the above referenced docket, please find the original and four copies of a response to Jerry Kettles' letter of July 28, 2010.

This letter will serve as the update requested by the Tennessee Regulatory Authority ("TRA") regarding the similar proceedings pending in Kentucky and Virginia seeking approval of the transfer of control of Kentucky Utilities Company ("KU"). KU will continue to file periodic updates with the TRA until such time as the TRA has acted on KU's petition.

On June 16, 2010, the Kentucky Public Service Commission ("KPSC") issued an order establishing a procedural schedule in the change of control case. Discovery is proceeding according to the procedural schedule. The Joint Petitioners have responded to the first and second sets of data requests, and expect to receive intervenor testimony on August 5, 2010. The change of control and financing cases are proceeding on parallel procedural schedules. The hearing in the change of control case is scheduled for September 8-10, 2010.

On June 15, 2010, KU also filed a Joint Petition to approve the change of control by the PPL acquisition with the Virginia State Corporation Commission ("VSCC"), as well as a petition for financing approval. The VSCC has issued an order establishing a procedural schedule in the change of control case that requires the VSCC Staff to file a Staff Report on September 17 and

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KU to file a response to the Staff Report on October 1, 2010. A meeting with the VSCC Staff is scheduled for August 4, 2010.

On June 28, 2010, PPL Corporation and E.ON U.S. LLC filed a joint application with the Federal Energy Regulatory Commission under Section 203 of the Federal Power Act for approval of the proposed transaction. Interventions and protests are due by August 30, 2010.

On July 14, 2010, PPL Corporation and E.ON A.G. filed their respective Hart-Scott-Rodino premerger notifications with the Department of Justice, Antitrust Division and Federal Trade Commission. On July 23, 2010, early termination of the statutory waiting period was granted to PPL Corporation and E.ON A.G.

Should the TRA Staff have any questions or need any additional information in connection with any of these developments or the transaction in general prior to the next update, please contact me at your convenience.

Sincerely,



D. Billye Sanders

cc: Allyson K. Sturgeon, Senior Corporate Attorney, E.ON U.S. LLC
John Knox Walkup, Esq., Wyatt, Tarrant & Combs, LLP
Richard Northern, Esq., Wyatt, Tarrant & Combs, LLP
Paul E. Russell, Associate General Counsel, PPL Corporation
Kendrick R. Riggs, Stoll Keenon Ogden PLLC