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September 23, 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 the fifth response of Kentucky Utilities Company ("KU") to Jerry Kettles' letter of July 28, 2010.

This letter will serve as the fifth 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 KU. KU will continue to file periodic updates with the TRA until such time as the TRA has acted on KU's petition.

In the change of control proceeding before the Kentucky Public Service Commission ("KPSC"), the Joint Petitioners filed their post-hearing brief and post-hearing data responses on September 16, 2010. A decision by the KPSC will be rendered on or before September 30, 2010. The Joint Petitioners expect that the KPSC will approve the proposed acquisition based on the conditions offered in the Joint Application and the subsequent settlement agreement with the intervenors. The Joint Petitioners do not expect the KPSC to require additional material conditions or modify existing conditions. The Joint Petitioners will provide the TRA with the KPSC's order on the change on control case on or before September 30, 2010.

In the change of control proceeding before the Virginia State Corporation Commission ("VSCC"), the Joint Petitioners continue to provide responses to the VSCC Staff's data requests. On September 15, 2010, the Joint Petitioners and the VSCC Staff filed a Joint Motion to Extend

Filing Date regarding the VSCC Staff's report. On September 17, 2010, that Joint Motion was granted, and the VSCC Staff has to and including September 24, 2010 within which to file their report. The Joint Petitioner's response is due on or before October 1, 2010. On September 20, 2010, the Joint Petitioners met with the VSCC Staff to discuss the issues in the case. The Joint Petitioners also continue to provide regulatory updates to the VSCC. In the Affiliate Act proceedings before the VSCC, the Joint Petitioners continue to provide responses to the VSCC Staff's data requests. On September 10, 2010, the VSCC entered an order extending the time for it to issue an order through November 15, 2010. The Joint Petitioners believe that this is a precautionary measure, and therefore have requested that the VSCC will approve the proposed acquisition and proposed affiliate transactions by October 15, 2010.

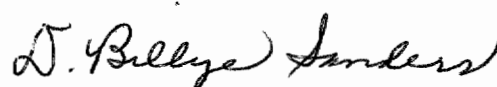
In the proceeding before the Federal Energy Regulatory Commission ("FERC"), the Joint Petitioners have resolved all issues with the two intervenors that raised concerns. On September 15, 2010, both intervenors withdrew their limited protests and agreed that there is no longer any dispute as to any material issue before the FERC. The Joint Petitions have requested the FERC to approve the proposed acquisition by October 15, 2010.

In the July 26, 2010 application before the Federal Communication Commission ("FCC") for the approval of the transfer of certain communication licenses associated with the PPL acquisition, the FCC approved the proposed transfer on September 21, 2010.

In light of the status of the foregoing regulatory approvals, the Joint Petitioners now desire to schedule the closing of the proposed acquisition on or before November 1, 2010. This would allow the Joint Petitioners to take advantage of favorable market conditions by closing on the refinancing transactions and issuing the first mortgage bonds on or before November 19, 2010. Therefore, the Joint Petitioners request that the TRA vote on and approve the proposed acquisition at its October 11, 2010 Authority Conference, so that the Joint Petitioners may close the proposed acquisition on or before November 1, 2010.

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,

A handwritten signature in cursive script, reading "D. Billye Sanders".

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