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October 6, 2010

**Via Electronic Filing**

filed electronically in docket office on 10/06/10

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 seventh response of Kentucky Utilities Company ("KU") to Jerry Kettles' letter of July 28, 2010.

This letter will serve as the seventh 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 KPSC issued its order conditionally approving the proposed acquisition on September 30, 2010. On the same day, PPL Corporation issued a press release stating that it would accept the conditions. The formal acceptance will be filed with the KPSC on October 6, 2010. A copy of the order was provided to the TRA on October 1, and a copy of the order is available online at:

[http://psc.ky.gov/PSCSCF/2010%20cases/2010-00204/20100930\\_PSC\\_ORDER.PDF](http://psc.ky.gov/PSCSCF/2010%20cases/2010-00204/20100930_PSC_ORDER.PDF).

In the change of control and affiliate transaction proceedings before the Virginia State Corporation Commission ("VSCC"), all outstanding discovery is complete. The Joint Petitioners

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continue to request that the VSCC approve the proposed acquisition, refinancing and proposed affiliate transactions by October 15, 2010.

In the proceeding before the Federal Energy Regulatory Commission ("FERC"), there has been no action since the previous update. The Joint Petitioners continue to expect the FERC to approve the proposed acquisition by October 15, 2010.

The Joint Petitioners continue their desire to close the proposed acquisition on 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 schedule a special meeting on October 18, 2010 to vote on and approve the proposed acquisition and associated refinancing.

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  
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