

D. Billye Sanders

Attorney-at Law
3514 Geneva Circle
Nashville, Tennessee 32709
(615) 500-7749
sanders.billye@gmail.com

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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: Petition of Kentucky Utilities Company for an Order Authorizing the Restructure and Refinancing of Unsecured Debt, the Assumption of Obligations and for Amendment of Existing Financing Authority
Docket No. 10-00119

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 refinancing of debt 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 refinancing proceeding before the Kentucky Public Service Commission ("KPSC"), the Petitioner filed its 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 Petitioner expects that the KPSC will approve the proposed refinancing based on the conditions offered in the Application. The Petitioner will provide the TRA with the KPSC's order from the refinancing case on or before September 30, 2010.

On September 20, 2010, the Petitioner met with the Staff of the Virginia State Corporation Commission ("VSCC") to discuss the issues in the case. The Petitioner has requested that the VSCC approve the proposed refinancing by October 15, 2010.

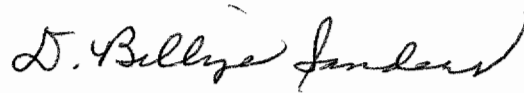
In light of the status of the foregoing regulatory approvals, the Joint Petitioners in the change of control docket (TRA Docket No. 10-00118) now desire to schedule the closing of the

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proposed acquisition on or before November 1, 2010. This would allow the Petitioner 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 Petitioner requests that the TRA vote on and approve the proposed refinancing at its October 11, 2010 Authority Conference, so that the Petitioner may close the proposed refinancing on or before November 19, 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, appearing to read "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