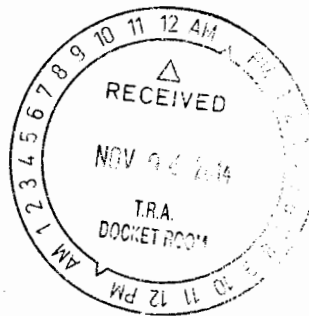




a PPL company



Mr. James M. Allison, Chairman
Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
502 Deaderick Street, 4th Floor
Nashville, TN 37243

Kentucky Utilities Company
State Regulation and Rates
220 West Main Street
PO Box 32010
Louisville, Kentucky 40232
www.lge-ku.com

Rick E. Lovekamp
Manager - Regulatory Affairs
T 502-627-3780
F 502-627-3213
rick.lovekamp@lge-ku.com

November 4, 2014

**RE: Petition of Kentucky Utilities Company for an Order Authorizing
the Issuance of Securities and the Assumption of Obligations
(Docket No. 14-00033)**

Dear Mr. Allison:

Pursuant to Ordering Paragraph No. 4 of the Commission's Order in the
aforementioned docket, Kentucky Utilities Company ("KU") hereby files an
original and thirteen (13) copies of information filed with the Virginia State
Corporation Commission ("VSCC"). Attached are Preliminary Reports of
Action filed with the VSCC on September 5, 2014 and October 16, 2014.

Please confirm your receipt of this information by placing the File Stamp of
your Office on the enclosed additional copy and returning it in the enclosed
self-addressed, stamped envelope. Should you have any questions regarding
this information filed herewith, please contact me or Don Harris at (502) 627-
2021.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rick E. Lovekamp'.

Rick E. Lovekamp



a PPL company

Mr. Joel Peck, Clerk
Virginia State Corporation Commission
Document Control Center
1300 East Main Street
Tyler Building 1F
Richmond, Virginia 23218

September 5, 2014

**RE: Kentucky Utilities Company (Case No. PUE-2014-00031)
Preliminary Report of Action**

Dear Mr. Peck:

Pursuant to Ordering Paragraph No. 5 of the Commission's Order dated May 8, 2014 in Case No. PUE-2014-00031, Kentucky Utilities Company d/b/a Old Dominion Power Company ("KU/ODP") hereby submits a Preliminary Report of Action.

On August 28, 2014 KU/ODP entered into four interest rate hedging agreements with its affiliate, PPL Corporation, as counterparty in accordance with the aforementioned orders. The details of the hedging agreements are shown below:

Counterparty:	PPL Corp	PPL Corp	PPL Corp	PPL Corp
Type of Hedge:	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap
Amount:	\$25,000,000	\$25,000,000	\$12,500,000	\$12,500,000
Issuance Date:	8/28/2014	8/28/2014	8/28/2014	8/28/2014
Effective Date:	11/16/2015	11/16/2015	11/16/2015	11/16/2015
Early Termin. Date:	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015
Maturity Date:	11/16/2045	11/16/2045	11/16/2045	11/16/2045
Swap Rate:	3.2365%	3.2435%	3.2500%	3.2490%

Old Dominion Power
Company
State Regulation and Rates
220 West Main Street
PO Box 32010
Louisville, Kentucky 40232
www.lge-ku.com

Rick E. Lovekamp
Manager - Regulatory Affairs
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rick.lovekamp@lge-ku.com

Mr. Joel Peck
September 5, 2014

As described in the application, the hedging agreements allow KU/ODP to manage the risk of interest rates rising before the anticipated issuance of first mortgage bonds. The first mortgage bonds are expected to be issued prior to December 31, 2015 with maturity dates of ten and thirty years since assets to be acquired with bond proceeds will be long-lived and long-term rates are historically low. These hedging agreements are designed to match the thirty year maturities of first mortgage bonds to be issued.

Please confirm your receipt of this filing by placing the File Stamp of your Office on the enclosed additional copy and returning to me in the enclosed self-addressed, stamped envelope. Should you have any questions regarding this information filed herewith, please contact me at your convenience.

Sincerely,

A handwritten signature in dark ink, appearing to read "Rick E. Lovekamp", written over a horizontal line.

Rick E. Lovekamp



a PPL company

Mr. Joel Peck, Clerk
Virginia State Corporation Commission
Document Control Center
1300 East Main Street
Tyler Building 1F
Richmond, Virginia 23218

October 16, 2014

RE: Kentucky Utilities Company (Case No. PUE-2014-00031)
Preliminary Report of Action

Dear Mr. Peck:

Pursuant to Ordering Paragraph No. 5 of the Commission's Order dated May 8, 2014 in Case No. PUE-2014-00031, Kentucky Utilities Company d/b/a Old Dominion Power Company ("KU/ODP") hereby submits a Preliminary Report of Action.

On October 7, 2014, October 10, 2014 and October 15, 2014 KU/ODP entered into interest rate hedging agreements with its affiliate, PPL Corporation, as counterparty in accordance with the aforementioned orders. The details of the hedging agreements are shown below:

Old Dominion Power
Company
State Regulation and Rates
220 West Main Street
PO Box 32010
Louisville, Kentucky 40232
www.lge-ku.com

Rick E. Lovekamp
Manager - Regulatory Affairs
T 502-627-3780
F 502-627-3213
rick.lovekamp@lge-ku.com

Counterparty:	PPL Corp	PPL Corp	PPL Corp	PPL Corp	PPL Corp	PPL Corp	PPL Corp
Type of Hedge:	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap	Forward Starting Floating Rate to Fixed Rate swap
Amount:	\$25,000,000	\$25,000,000	\$25,000,000	\$25,000,000	\$25,000,000	\$25,000,000	\$25,000,000
Issuance Date:	10/7/2014	10/7/2014	10/10/2014	10/10/2014	10/15/2014	10/15/2014	10/15/2014
Effective Date:	11/16/2015	11/16/2015	11/16/2015	11/16/2015	11/16/2015	11/16/2015	11/16/2015
Early Termin. Date:	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015	On or before 11/16/2015
Maturity Date:	11/16/2025	11/16/2025	11/16/2025	11/16/2045	11/16/2025	11/16/2025	11/16/2045
Swap Rate:	2.9130%	2.9075%	2.8263%	3.1985%	2.5400%	2.5450%	2.9825%

Mr. Joel Peck, Clerk
October 16, 2014

As described in the application, the hedging agreements allow KU/ODP to manage the risk of interest rates rising before the anticipated issuance of first mortgage bonds. The first mortgage bonds are expected to be issued prior to December 31, 2015 with maturity dates of ten and thirty years since assets to be acquired with bond proceeds will be long-lived and long-term rates are historically low. These hedging agreements are designed to match the ten and thirty year maturities of first mortgage bonds to be issued.

Please confirm your receipt of this filing by placing the File Stamp of your Office on the enclosed additional copy and returning to me in the enclosed self-addressed, stamped envelope. Should you have any questions regarding this information filed herewith, please contact me at your convenience.

Sincerely,



Rick E. Lovekamp