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November 10, 2017

Ms. Sharla Dillon, Dockets and Records Manager  
Tennessee Public Utility Commission  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243

**RE: Docket No. 17-00115: *Joint Petition of PPL Corporation, PPL Subsidiary Holdings, LLC, PPL Energy Holdings, LLC, LG&E and KU Energy LLC and Kentucky Utilities Company For Approval of an Indirect Change of Control of Kentucky Utilities Company***

Dear Ms. Dillon:

Enclosed for filing in the above-referenced case, please find an original and thirteen copies of a response to your letter of November 3, 2017.

This letter will serve as the initial update requested by the Tennessee Public Utility Commission ("TPUC") in the above-referenced proceedings. Kentucky Utilities Company ("KU") will continue to file periodic biweekly updates with the TPUC until such time as the TPUC has acted on KU's Joint Petition.

On October 17, 2017, PPL Corporation, PPL Subsidiary Holdings, LLC, PPL Energy Holdings, LLC, LG&E and KU Energy LLC, Louisville Gas and Electric Company and KU filed a *Joint Application* to seek approval of the change of control with the Kentucky Public Service Commission ("KPSC").<sup>1</sup> The Kentucky Industrial Utility Customers, Inc. and the Office of Attorney General have filed motions to intervene in the case. On October 31, 2017, the KPSC issued an order establishing a procedural schedule in the case.<sup>2</sup> The procedural schedule provides that initial requests for information are due to the Joint Applicants on November 20, 2017, with responses due December 4, 2017. Supplemental requests for information are due to the Joint Applicants on December 15, 2017, with responses due December 27, 2017. A hearing is not scheduled at this time.

<sup>1</sup> *Joint Application*, Case No. 2017-00415, Application (Ky. PSC Oct. 17, 2017).

<sup>2</sup> *Joint Application*, Case No. 2017-00415, Order (Ky. PSC Oct. 31, 2017).

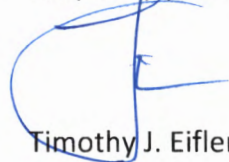
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On October 17, 2017, PPL Corporation, PPL Subsidiary Holdings, LLC, PPL Energy Holdings, LLC, LG&E and KU Energy LLC, and Kentucky Utilities Company d/b/a Old Dominion Power Company also filed a *Joint Petition* to approve the change of control with the Virginia State Corporation Commission ("VSCC").<sup>3</sup> A Staff Memorandum of Completeness was issued and dated October 26, 2017, stating: "As the proposed internal change in indirect ownership described in the Petition does not involve a change in the direct parent or the ultimate parent company of the Virginia-certified utility, Kentucky Utilities Company d/b/a Old Dominion Power Company, the proposed transaction does not appear to Staff, upon advice of counsel, to constitute a transfer of control that would require Commission approval pursuant to Chapter 5 of Title 56 of the Code of Virginia."<sup>4</sup> KU believes the VSCC Staff's analysis and determination provide a satisfactory outcome. Subject to obtaining satisfactory approvals or determinations that such approvals are not required from the KPSC and the TPUC, KU expects to proceed with the reorganization as proposed.

Should the TPUC Staff have any questions or need additional information in connection with any of these developments or the transaction in general prior to the next update on November 22, 2017, please contact me at your convenience.

Please acknowledge your receipt by placing the stamp of your Office on the additional copy and return it to us in the enclosed self-addressed and stamped envelope.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Timothy J. Eifler', is written over the typed name.

Timothy J. Eifler

TJE:ec

cc: Kendrick R. Riggs, Stoll Keenon Ogden PLLC  
Robert M. Conroy, Vice President-State Regulation and Rates, LG&E and KU Services Company  
Allyson K. Sturgeon, Senior Corporate Attorney, LG&E and KU Services Company

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<sup>3</sup> *Joint Petition*, Case No. PUR-2017-00138, Petition (Va. SCC Oct. 17, 2017).

<sup>4</sup> *Joint Petition*, Case No. PUR-2017-00138, Memorandum of Completeness (Va. SCC Oct. 26, 2017).