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PPL Corp  
Form 10-Q  
July 31, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended  
June 30, 2014  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 for the transition period from  
\_\_\_\_\_ to \_\_\_\_\_

Commission File Number	Registrant; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-11459	PPL Corporation (Exact name of Registrant as specified in its charter) (Pennsylvania) Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-2758192
1-32944	PPL Energy Supply, LLC (Exact name of Registrant as specified in its charter) (Delaware) Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-3074920
1-905	PPL Electric Utilities Corporation (Exact name of Registrant as specified in its charter) (Pennsylvania) Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-0959590
333-173665	LG&E and KU Energy LLC (Exact name of Registrant as specified in its charter) (Kentucky) 220 West Main Street Louisville, KY 40202-1377 (502) 627-2000	20-0523163
1-2893	Louisville Gas and Electric Company	61-0264150

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(Exact name of Registrant as specified in its charter)  
(Kentucky)  
220 West Main Street  
Louisville, KY 40202-1377  
(502) 627-2000

1-3464

Kentucky Utilities Company 61-0247570  
(Exact name of Registrant as specified in its charter)  
(Kentucky and Virginia)  
One Quality Street  
Lexington, KY 40507-1462  
(502) 627-2000

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Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

PPL Corporation	Yes	<input checked="" type="checkbox"/>	No
PPL Energy Supply, LLC	Yes	<input checked="" type="checkbox"/>	No
PPL Electric Utilities Corporation	Yes	<input checked="" type="checkbox"/>	No
LG&E and KU Energy LLC	Yes	<input checked="" type="checkbox"/>	No
Louisville Gas and Electric Company	Yes	<input checked="" type="checkbox"/>	No
Kentucky Utilities Company	Yes	<input checked="" type="checkbox"/>	No

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files).

PPL Corporation	Yes	<input checked="" type="checkbox"/>	No
PPL Energy Supply, LLC	Yes	<input checked="" type="checkbox"/>	No
PPL Electric Utilities Corporation	Yes	<input checked="" type="checkbox"/>	No
LG&E and KU Energy LLC	Yes	<input checked="" type="checkbox"/>	No
Louisville Gas and Electric Company	Yes	<input checked="" type="checkbox"/>	No
Kentucky Utilities Company	Yes	<input checked="" type="checkbox"/>	No

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, non-accelerated filers, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
PPL Corporation	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PPL Energy Supply, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
PPL Electric Utilities Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
LG&E and KU Energy LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Louisville Gas and Electric Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Kentucky Utilities Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act).

PPL Corporation	Yes	No	<input checked="" type="checkbox"/>
PPL Energy Supply, LLC	Yes	No	<input checked="" type="checkbox"/>
PPL Electric Utilities Corporation	Yes	No	<input checked="" type="checkbox"/>
LG&E and KU Energy LLC	Yes	No	<input checked="" type="checkbox"/>
Louisville Gas and Electric Company	Yes	No	<input checked="" type="checkbox"/>
Kentucky Utilities Company	Yes	No	<input checked="" type="checkbox"/>

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

PPL Corporation	Common stock, \$0.01 par value, 664,381,143 shares outstanding at July 25, 2014.
PPL Energy Supply, LLC	PPL Corporation indirectly holds all of the membership interests in PPL Energy Supply, LLC.
PPL Electric Utilities Corporation	Common stock, no par value, 66,368,056 shares outstanding and all held by PPL Corporation at July 25, 2014.
LG&E and KU Energy LLC	PPL Corporation directly holds all of the membership interests in LG&E and KU Energy LLC.
Louisville Gas and Electric Company	Common stock, no par value, 21,294,223 shares outstanding and all held by LG&E and KU Energy LLC at July 25, 2014.
Kentucky Utilities Company	Common stock, no par value, 37,817,878 shares outstanding and all held by LG&E and KU Energy LLC at July 25, 2014.

This document is available free of charge at the Investor Center on PPL Corporation's website at [www.pplweb.com](http://www.pplweb.com). However, information on this website does not constitute a part of this Form 10-Q.

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PPL CORPORATION  
PPL ENERGY SUPPLY, LLC  
PPL ELECTRIC UTILITIES CORPORATION  
LG&E AND KU ENERGY LLC  
LOUISVILLE GAS AND ELECTRIC COMPANY  
KENTUCKY UTILITIES COMPANY

FORM 10-Q  
FOR THE QUARTER ENDED JUNE 30, 2014

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This combined Form 10-Q is separately filed by the following Registrants in their individual capacity: PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant, except that information under "Forward-Looking Information" relating to subsidiaries of PPL Corporation is also attributed to PPL Corporation and information relating to the subsidiaries of LG&E and KU Energy LLC is also attributed to LG&E and KU Energy LLC.

Unless otherwise specified, references in this Report, individually, to PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company are references to such entities directly or to one or more of their subsidiaries, as the case may be, the financial results of which subsidiaries are consolidated into such Registrants in accordance with GAAP. This presentation has been applied where identification of particular subsidiaries is not material to the matter being disclosed, and to conform narrative disclosures to the presentation of financial information on a consolidated basis.

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## GLOSSARY OF TERMS AND ABBREVIATIONS

### PPL Corporation and its subsidiaries

**KU** - Kentucky Utilities Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity, primarily in Kentucky.

**LG&E** - Louisville Gas and Electric Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity and the distribution and sale of natural gas in Kentucky.

**LKE** - LG&E and KU Energy LLC, a subsidiary of PPL and the parent of LG&E, KU and other subsidiaries.

**LKS** - LG&E and KU Services Company, a subsidiary of LKE that provides services to LKE and its subsidiaries.

**PPL** - PPL Corporation, the parent holding company of PPL Electric, PPL Energy Funding, PPL Capital Funding, LKE and other subsidiaries.

**PPL Brunner Island** - PPL Brunner Island, LLC, a subsidiary of PPL Generation that owns generating operations in Pennsylvania.

**PPL Capital Funding** - PPL Capital Funding, Inc., a financing subsidiary of PPL that provides financing for the operations of PPL and certain subsidiaries. Debt issued by PPL Capital Funding is guaranteed as to payment by PPL.

**PPL Electric** - PPL Electric Utilities Corporation, a public utility subsidiary of PPL engaged in the regulated transmission and distribution of electricity in its Pennsylvania service area and that provides electricity supply to its retail customers in this area as a PLR.

**PPL Energy Funding** - PPL Energy Funding Corporation, a subsidiary of PPL and the parent holding company of PPL Energy Supply, PPL Global and other subsidiaries.

**PPL EnergyPlus** - PPL EnergyPlus, LLC, a subsidiary of PPL Energy Supply that markets and trades wholesale and retail electricity and gas, and supplies energy and energy services in competitive markets.

**PPL Energy Supply** - PPL Energy Supply, LLC, a subsidiary of PPL Energy Funding and the parent company of PPL Generation, PPL EnergyPlus and other subsidiaries.

**PPL Generation** - PPL Generation, LLC, a subsidiary of PPL Energy Supply that owns and operates U.S. generating facilities through various subsidiaries.

**PPL Global** - PPL Global, LLC, a subsidiary of PPL Energy Funding that, primarily through its subsidiaries, owns and operates WPD, PPL's regulated electricity distribution businesses in the U.K.

**PPL Montana** - PPL Montana, LLC, an indirect subsidiary of PPL Generation that generates electricity for wholesale sales in Montana and the Pacific Northwest.

**PPL Montour** - PPL Montour, LLC, a subsidiary of PPL Generation that owns generating operations in Pennsylvania.

**PPL Services** - PPL Services Corporation, a subsidiary of PPL that provides services to PPL and its subsidiaries.

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PPL Susquehanna - PPL Susquehanna, LLC, a subsidiary of PPL Generation that owns a nuclear-powered generating station.

PPL WEM - PPL WEM Holdings Limited, an indirect U.K. subsidiary of PPL Global. PPL WEM indirectly owns both WPD (East Midlands) and WPD (West Midlands).

PPL WW - PPL WW Holdings Limited, an indirect U.K. subsidiary of PPL Global. PPL WW Holdings indirectly owns WPD (South Wales) and WPD (South West).

Registrant(s) - refers to the Registrants named on the cover of this Report (each a "Registrant" and collectively, the "Registrants").

Subsidiary Registrant(s) - Registrants that are direct or indirect wholly owned subsidiaries of PPL: PPL Energy Supply, PPL Electric, LKE, LG&E and KU.

WPD - refers to PPL WW and PPL WEM and their subsidiaries.

WPD (East Midlands) - Western Power Distribution (East Midlands) plc, a British regional electricity distribution utility company.

WPD Midlands - refers to WPD (East Midlands) and WPD (West Midlands), collectively.

WPD (South Wales) - Western Power Distribution (South Wales) plc, a British regional electricity distribution utility company.

WPD (South West) - Western Power Distribution (South West) plc, a British regional electricity distribution utility company.

WPD (West Midlands) - Western Power Distribution (West Midlands) plc, a British regional electricity distribution utility company.

WKE - Western Kentucky Energy Corp., a subsidiary of LKE that leased certain non-utility generating plants in western Kentucky until July 2009.

#### Other terms and abbreviations

£ - British pound sterling.

2010 Equity Unit(s) - a PPL equity unit, issued in June 2010, consisting of a 2010 Purchase Contract and, initially, a 5.0% undivided beneficial ownership interest in \$1,000 principal amount of PPL Capital Funding 4.625% Junior Subordinated Notes due 2018.

2010 Purchase Contract(s) - a contract that is a component of a 2010 Equity Unit requiring holders to purchase shares of PPL common stock on or prior to July 1, 2013.

2011 Equity Unit(s) - a PPL equity unit, issued in April 2011, consisting of a 2011 Purchase Contract and, initially, a 5.0% undivided beneficial ownership interest in \$1,000 principal amount of PPL Capital Funding 4.32% Junior Subordinated Notes due 2019.

2011 Purchase Contract(s) - a contract that is a component of a 2011 Equity Unit requiring holders to purchase shares of PPL common stock on or prior to May 1, 2014.

2013 Form 10-K - Annual Report to the SEC on Form 10-K for the year ended December 31, 2013.

Act 11 - Act 11 of 2012 that became effective on April 16, 2012. The Pennsylvania legislation authorizes the PUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, a DSIC.

Act 129 - Act 129 of 2008 that became effective in October 2008. The law amends the Pennsylvania Public Utility Code and creates an energy efficiency and conservation program and smart metering technology requirements, adopts new PLR electricity supply procurement rules, provides remedies for market misconduct and changes to the AEPS.

AEPS - Alternative Energy Portfolio Standard.

AFUDC - Allowance for Funds Used During Construction, the cost of equity and debt funds used to finance construction projects of regulated businesses, which is capitalized as part of construction costs.

AOCI - accumulated other comprehensive income or loss.

ARO - asset retirement obligation.

Baseload generation - includes the output provided by PPL's nuclear, coal, hydroelectric and qualifying facilities.

Basis - when used in the context of derivatives and commodity trading, the commodity price differential between two locations, products or time periods.

CAIR - the EPA's Clean Air Interstate Rule.

Cane Run Unit 7 - a natural gas combined-cycle unit under construction in Kentucky, jointly owned by LG&E and KU, which is expected to provide additional electric generating capacity of 640 MW (141 MW and 499 MW to LG&E and KU) in 2015.

CCR - Coal Combustion Residuals. CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes.

Clean Air Act - federal legislation enacted to address certain environmental issues related to air emissions, including acid rain, ozone and toxic air emissions.

COBRA - Consolidated Omnibus Budget Reconciliation Act, which provides individuals the option to temporarily continue employer group health insurance coverage after termination of employment.

CPCN - Certificate of Public Convenience and Necessity. Authority granted by the KPSC pursuant to Kentucky Revised Statute 278.020 to provide utility service to or for the public or the construction of certain plant, equipment, property or facility for the furnishing of utility service to the public.

CSAPR - Cross-State Air Pollution Rule.

Customer Choice Act - the Pennsylvania Electricity Generation Customer Choice and Competition Act, legislation enacted to restructure the state's electric utility industry to create retail access to a competitive market for generation of electricity.

Depreciation not normalized - the flow-through income tax impact related to the state regulatory treatment of depreciation-related timing differences.

DNO - Distribution Network Operator.

DOJ - U.S. Department of Justice.

DPCR4 - Distribution Price Control Review 4, the U.K. five-year rate review period applicable to WPD that commenced April 1, 2005.

DPCR5 - Distribution Price Control Review 5, the U.K. five-year rate review period applicable to WPD that commenced April 1, 2010.

DRIP - Dividend Reinvestment and Direct Stock Purchase Plan.

DSIC - the distribution system improvement charge authorized under Act 11, which is an alternative ratemaking mechanism providing more-timely cost recovery of qualifying distribution system capital expenditures.

DSM - Demand Side Management. Pursuant to Kentucky Revised Statute 278.285, the KPSC may determine the reasonableness of DSM plans proposed by any utility under its jurisdiction. Proposed DSM mechanisms may seek full recovery of costs and revenues lost by implementing DSM programs and/or incentives designed to provide financial rewards to the utility for implementing cost-effective DSM programs. The cost of such programs shall be assigned only to the class or classes of customers which benefit from the programs.

ECR - Environmental Cost Recovery. Pursuant to Kentucky Revised Statute 278.183, Kentucky electric utilities are entitled to the current recovery of costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements that apply to coal combustion wastes and by-products from the production of energy from coal.

EEI - Electric Energy, Inc., owns and operates a coal-fired plant and a natural gas facility in southern Illinois. KU's 20% ownership interest in EEI is accounted for as an equity method investment.



EPA - Environmental Protection Agency, a U.S. government agency.

EPS - earnings per share.

Equity Units - refers collectively to the 2011 and 2010 Equity Units.

ERCOT - the Electric Reliability Council of Texas, operator of the electricity transmission network and electricity energy market in most of Texas.

ESOP - Employee Stock Ownership Plan.

FERC - Federal Energy Regulatory Commission, the U.S. federal agency that regulates, among other things, interstate transmission and wholesale sales of electricity, hydroelectric power projects and related matters.

Fitch - Fitch, Inc., a credit rating agency.

FTRs - financial transmission rights, which are financial instruments established to manage price risk related to electricity transmission congestion that entitle the holder to receive compensation or require the holder to remit payment for certain congestion-related transmission charges based on the level of congestion between two pricing locations, known as source and sink.

GAAP - Generally Accepted Accounting Principles in the U.S.

GBP - British pound sterling.

GHG - greenhouse gas(es).

GLT - Gas Line Tracker. The KPSC approved LG&E's recovery of costs associated with gas service lines, gas risers, leak mitigation, and gas main replacements. Rate recovery became effective on January 1, 2013.

Green River Unit 5 - a natural gas combined-cycle unit proposed to be built in Kentucky, jointly owned by LG&E and KU, which is expected to provide additional electric generating capacity of 700MW (280 MW and 420 MW of LG&E and KU, respectively).

IBEW - International Brotherhood of Electrical Workers.

If-Converted Method - A method applied to calculate diluted EPS for a company with outstanding convertible debt. The method is applied as follows: Interest charges (after tax) applicable to the convertible debt are added back to net income and the convertible debt is assumed to have been converted to equity at the beginning of the period, and the resulting common shares are treated as outstanding shares. Both adjustments are made only for purposes of calculating diluted EPS. This method was applied in 2013 and 2014 to PPL's Equity Units prior to settlement.

Intermediate and peaking generation - includes the output provided by PPL's oil- and natural gas-fired units.

IRS - Internal Revenue Service, a U.S. government agency.

ISO - Independent System Operator.

KPSC - Kentucky Public Service Commission, the state agency that has jurisdiction over the regulation of rates and service of utilities in Kentucky.

LIBOR - London Interbank Offered Rate.

LTIP - Long Term Infrastructure Improvement Plan.

MATS - Mercury and Air Toxics Standards.

MDEQ - Montana Department of Environmental Quality.

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MEIC - Montana Environmental Information Center.

MMBtu - One million British Thermal Units.

Montana Power - The Montana Power Company, a Montana-based company that sold its generating assets to PPL Montana in December 1999. Through a series of transactions consummated during the first quarter of 2002, Montana Power sold its electricity delivery business to NorthWestern.

Moody's - Moody's Investors Service, Inc., a credit rating agency.

MPSC - Montana Public Service Commission.

MW - megawatt, one thousand kilowatts.

MWh - megawatt-hour, one thousand kilowatt-hours.

NDT - PPL Susquehanna's nuclear plant decommissioning trust.

NERC - North American Electric Reliability Corporation.

NGCC - Natural gas-fired combined-cycle generating plant.

NorthWestern - NorthWestern Corporation, a Delaware corporation, and successor in interest to Montana Power's electricity delivery business, including Montana Power's rights and obligations under contracts with PPL Montana.

NPNS - the normal purchases and normal sales exception as permitted by derivative accounting rules. Derivatives that qualify for this exception may receive accrual accounting treatment.

NRC - Nuclear Regulatory Commission, the U.S. federal agency that regulates nuclear power facilities.

OCI - other comprehensive income or loss.

Ofgem - Office of Gas and Electricity Markets, the British agency that regulates transmission, distribution and wholesale sales of electricity and related matters.

Opacity - the degree to which emissions reduce the transmission of light and obscure the view of an object in the background. There are emission regulations that limit the opacity of power plant stack gas emissions.

OVEC - Ohio Valley Electric Corporation, located in Piketon, Ohio, an entity in which LKE indirectly owns an 8.13% interest (consists of LG&E's 5.63% and KU's 2.50% interests), which is accounted for as a cost-method investment. OVEC owns and operates two coal-fired power plants, the Kyger Creek plant in Ohio and the Clifty Creek plant in Indiana, with combined summer rating capacities of 2,120 MW.

PADEP - the Pennsylvania Department of Environmental Protection, a state government agency.

PJM - PJM Interconnection, L.L.C., operator of the electricity transmission network and electricity energy market in all or parts of Delaware, Illinois, Indiana, Kentucky, Maryland, Michigan, New Jersey, North Carolina, Ohio, Pennsylvania, Tennessee, Virginia, West Virginia and the District of Columbia.

PLR - Provider of Last Resort, the role of PPL Electric in providing default electricity supply within its delivery area to retail customers who have not chosen to select an alternative electricity supplier under the Customer Choice Act.

PP&E - property, plant and equipment.

PUC - Pennsylvania Public Utility Commission, the state agency that regulates certain ratemaking, services, accounting and operations of Pennsylvania utilities.

Purchase Contract(s) - refers collectively to the 2010 and 2011 Purchase Contracts, which are components of the 2010 and 2011 Equity Units.

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RAV - regulatory asset value. This term, used within the U.K. regulatory environment, is also commonly known as RAB or regulatory asset base. RAV is based on historical investment costs at time of privatization, plus subsequent allowed additions less annual regulatory depreciation, and represents the value on which DNOs earn a return in accordance with the regulatory cost of capital. RAV is indexed to Retail Price Index in order to allow for the effects of inflation. Since the beginning of DPCR5 in April 2010, RAV additions have been based on a percentage of annual total expenditures.

RCRA - Resource Conservation and Recovery Act of 1976.

RECs - renewable energy credits.

Regional Transmission Expansion Plan - PJM conducts a long-range Regional Transmission Expansion Planning process that identifies changes and additions to the grid necessary to ensure future needs are met for both the reliability and the economic performance of the grid. Under PJM agreements, transmission owners are obligated to build transmission projects assigned to them by the PJM Board.

Regulation S-X - SEC regulation governing the form and content of and requirements for financial statements required to be filed pursuant to the federal securities laws.

RFC - ReliabilityFirst Corporation, one of eight regional entities with delegated authority from NERC that work to safeguard the reliability of the bulk power systems throughout North America.

RIIO-ED1 - RIIO represents "Revenues = Incentive + Innovation + Outputs - Electricity Distribution." RIIO-ED1 refers to the initial eight-year rate review period applicable to WPD commencing April 1, 2015.

Riverstone - Riverstone Holdings LLC, a Delaware limited liability company and ultimate parent company of the entities that own the electricity generating assets to be contributed to Talen Energy other than those assets to be contributed by virtue of the spinoff of PPL Energy Supply.

RJS Power - RJS Power Holdings LLC, a Delaware limited liability company controlled by Riverstone, currently expected to hold the competitive generation assets to be contributed to Talen Energy other than those assets to be contributed by virtue of the spinoff of PPL Energy Supply.

RMC - Risk Management Committee.

S&P - Standard & Poor's Ratings Services, a credit rating agency.

Sarbanes-Oxley - Sarbanes-Oxley Act of 2002, which sets requirements for management's assessment of internal controls for financial reporting. It also requires an independent auditor to make its own assessment.

Scrubber - an air pollution control device that can remove particulates and/or gases (primarily sulfur dioxide) from exhaust gases.

SEC - the U.S. Securities and Exchange Commission, a U.S. government agency primarily responsible to protect investors and maintain the integrity of the securities markets.

SERC - SERC Reliability Corporation, one of eight regional entities with delegated authority from NERC that work to safeguard the reliability of the bulk power systems throughout North America.

SIFMA Index - the Securities Industry and Financial Markets Association Municipal Swap Index.

Smart meter - an electric meter that utilizes smart metering technology.

Smart metering technology - technology that can measure, among other things, time of electricity consumption to permit offering rate incentives for usage during lower cost or demand intervals. The use of this technology also has the potential to strengthen network reliability.

SNCR - selective non-catalytic reduction, a pollution control process for the removal of nitrogen oxide from exhaust gases using ammonia.

Spark Spread - a measure of gross margin representing the price of power on a per MWh basis less the equivalent measure of the natural gas cost to produce that power. This measure is used to describe the gross margin of PPL and its subsidiaries' competitive natural gas-fired generating fleet. This term is also used to describe a derivative contract in which PPL and its subsidiaries sell power and buy natural gas on a forward basis in the same contract.

Superfund - federal environmental statute that addresses remediation of contaminated sites; states also have similar statutes.

Talen Energy - Talen Energy Corporation, the Delaware corporation formed to be the publicly traded company and owner of the competitive generation assets of PPL Energy Supply and certain affiliates of Riverstone.

TC2 - Trimble County Unit 2, a coal-fired plant located in Kentucky with a net summer capacity of 732 MW. LKE indirectly owns a 75% interest (consists of LG&E's 14.25% and KU's 60.75% interests) in TC2 or 549 MW of the capacity.

Tolling agreement - agreement whereby the owner of an electricity generating facility agrees to use that facility to convert fuel provided by a third party into electricity for delivery back to the third party.

TRA - Tennessee Regulatory Authority, the state agency that has jurisdiction over the regulation of rates and service of utilities in Tennessee.

Treasury Stock Method - A method applied to calculate diluted EPS that assumes any proceeds that could be obtained upon exercise of options and warrants (and their equivalents) would be used to purchase common stock at the average market price during the relevant period.

VaR - value-at-risk, a statistical model that attempts to estimate the value of potential loss over a given holding period under normal market conditions at a given confidence level.

Volumetric risk - the risk that the actual load volumes provided under full-requirement sales contracts could vary significantly from forecasted volumes.

VSCC - Virginia State Corporation Commission, the state agency that has jurisdiction over the regulation of Virginia corporations, including utilities.

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## FORWARD-LOOKING INFORMATION

Statements contained in this Form 10-Q concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact are "forward-looking statements" within the meaning of the federal securities laws. Although the Registrants believe that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, and actual results may differ materially from the results discussed in forward-looking statements. In addition to the specific factors discussed in each Registrant's 2013 Form 10-K and in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-Q, the following are among the important factors that could cause actual results to differ materially from the forward-looking statements.

- fuel supply cost and availability;
- continuing ability to recover fuel costs and environmental expenditures in a timely manner at LG&E and KU, and natural gas supply costs at LG&E;
- weather conditions affecting generation, customer energy use and operating costs;
- operation, availability and operating costs of existing generation facilities;
- the duration of and cost, including lost revenue, associated with scheduled and unscheduled outages at our generating facilities;
- transmission and distribution system conditions and operating costs;
- expansion of alternative sources of electricity generation;
- laws or regulations to reduce emissions of "greenhouse" gases or the physical effects of climate change;
- collective labor bargaining negotiations;
- the outcome of litigation against the Registrants and their subsidiaries;
- potential effects of threatened or actual terrorism, war or other hostilities, cyber-based intrusions or natural disasters;
- the commitments and liabilities of the Registrants and their subsidiaries;
- volatility in market demand and prices for energy, capacity, transmission services, emission allowances and RECs;
- competition in retail and wholesale power and natural gas markets;
- liquidity of wholesale power markets;
- defaults by counterparties under energy, fuel or other power product contracts;
- market prices of commodity inputs for ongoing capital expenditures;
- capital market conditions, including the availability of capital or credit, changes in interest rates and certain economic indices, and decisions regarding capital structure;
- stock price performance of PPL;
- volatility in the fair value of debt and equity securities and its impact on the value of assets in the NDT funds and in defined benefit plans, and the potential cash funding requirements if fair value declines;
- interest rates and their effect on pension, retiree medical, nuclear decommissioning liabilities and interest payable on certain debt securities;
- volatility in or the impact of other changes in financial or commodity markets and economic conditions;
- new accounting requirements or new interpretations or applications of existing requirements;
- changes in securities and credit ratings;
- changes in foreign currency exchange rates for British pound sterling;
- current and future environmental conditions, regulations and other requirements and the related costs of compliance, including environmental capital expenditures, emission allowance costs and other expenses;
- legal, regulatory, political, market or other reactions to the 2011 incident at the nuclear generating facility at Fukushima, Japan, including additional NRC requirements;
- changes in political, regulatory or economic conditions in states, regions or countries where the Registrants or their subsidiaries conduct business;

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- receipt of necessary governmental permits, approvals and rate relief;
- new state, federal or foreign legislation or regulatory developments;
- the outcome of any rate cases or other cost recovery or revenue filings by PPL Electric, LG&E, KU or WPD;
- the impact of any state, federal or foreign investigations applicable to the Registrants and their subsidiaries and the energy industry;
- the effect of any business or industry restructuring;
- development of new projects, markets and technologies;
- performance of new ventures; and
- business dispositions or acquisitions, including the PPL Energy Supply spinoff transaction with Riverstone and the anticipated formation of Talen Energy and our ability to realize expected benefits from such business transactions.

Any such forward-looking statements should be considered in light of such important factors and in conjunction with other documents of the Registrants on file with the SEC.

New factors that could cause actual results to differ materially from those described in forward-looking statements emerge from time to time, and it is not possible for the Registrants to predict all such factors, or the extent to which any such factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and the Registrants undertake no obligation to update the information contained in such statement to reflect subsequent developments or information.

## PART I. FINANCIAL INFORMATION

## ITEM 1. Financial Statements

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, except share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
<b>Operating Revenues</b>				
Utility	\$ 1,830	\$ 1,655	\$ 3,992	\$ 3,605
Unregulated wholesale energy	591	1,401	(838)	1,544
Unregulated retail energy	280	257	629	494
Energy-related businesses	173	137	314	264
<b>Total Operating Revenues</b>	<b>2,874</b>	<b>3,450</b>	<b>4,097</b>	<b>5,907</b>
<b>Operating Expenses</b>				
<b>Operation</b>				
Fuel	491	441	1,249	970
Energy purchases	351	1,051	(1,143)	1,108
Other operation and maintenance	741	698	1,438	1,374
Depreciation	312	286	617	570
Taxes, other than income	93	86	197	182
Energy-related businesses	168	130	306	252
<b>Total Operating Expenses</b>	<b>2,156</b>	<b>2,692</b>	<b>2,664</b>	<b>4,456</b>
<b>Operating Income</b>	<b>718</b>	<b>758</b>	<b>1,433</b>	<b>1,451</b>
<b>Other Income (Expense) - net</b>	<b>(82)</b>	<b>13</b>	<b>(105)</b>	<b>135</b>
<b>Interest Expense</b>	<b>258</b>	<b>258</b>	<b>522</b>	<b>509</b>
<b>Income from Continuing Operations Before Income Taxes</b>	<b>378</b>	<b>513</b>	<b>806</b>	<b>1,077</b>
<b>Income Taxes</b>	<b>149</b>	<b>109</b>	<b>261</b>	<b>260</b>
<b>Income from Continuing Operations After Income Taxes</b>	<b>229</b>	<b>404</b>	<b>545</b>	<b>817</b>
<b>Income (Loss) from Discontinued Operations (net of income taxes)</b>		<b>1</b>		<b>1</b>
<b>Net Income Attributable to PPL Shareowners</b>	<b>\$ 229</b>	<b>\$ 405</b>	<b>\$ 545</b>	<b>\$ 818</b>
<b>Amounts Attributable to PPL Shareowners:</b>				
	<b>\$ 229</b>	<b>\$ 404</b>	<b>\$ 545</b>	<b>\$ 817</b>

Income from Continuing Operations After Income Taxes				
Income (Loss) from Discontinued Operations (net of income taxes)		1		1
Net Income	\$ 229	\$ 405	\$ 545	\$ 818
Earnings Per Share of Common Stock:				
Income from Continuing Operations After Income Taxes Available to PPL Common Shareowners:				
Basic	\$ 0.35	\$ 0.68	\$ 0.84	\$ 1.39
Diluted	\$ 0.34	\$ 0.63	\$ 0.83	\$ 1.28
Net Income Available to PPL Common Shareowners:				
Basic	\$ 0.35	\$ 0.68	\$ 0.84	\$ 1.39
Diluted	\$ 0.34	\$ 0.63	\$ 0.83	\$ 1.28
Dividends Declared Per Share of Common Stock	\$ 0.3725	\$ 0.3675	\$ 0.7450	\$ 0.7350
Weighted-Average Shares of Common Stock Outstanding (in thousands)				
Basic	653,132	589,834	642,002	586,683
Diluted	665,792	664,615	664,927	661,263

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income	\$ 229	\$ 405	\$ 545	\$ 818
Other comprehensive income (loss):				
Amounts arising during the period - gains (losses), net of tax (expense)				
benefit:				
Foreign currency translation adjustments, net of tax of \$5, (\$1), \$6, (\$7)	(3)	(7)	128	(252)
Available-for-sale securities, net of tax of (\$15), (\$2), (\$21), (\$27)	14	2	19	25
Qualifying derivatives, net of tax of \$4, (\$23), \$29, (\$43)	(1)	24	(47)	86
Defined benefit plans:				
Net actuarial gain (loss), net of tax of \$2, \$0, \$2, \$0	(2)		(2)	
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):				
Available-for-sale securities, net of tax of \$1, \$0, \$2, \$1	(1)	(1)	(2)	(2)
Qualifying derivatives, net of tax of \$5, \$22, \$1, \$57	(5)	(36)	14	(116)
Defined benefit plans:				
Prior service costs, net of tax of (\$1), (\$1), (\$2), (\$2)	1	2	2	3
Net actuarial loss, net of tax of (\$8), (\$12), (\$17), (\$25)	28	34	55	68
Total other comprehensive income (loss) attributable to PPL Shareowners	31	18	167	(188)
Comprehensive income (loss) attributable to PPL Shareowners	\$ 260	\$ 423	\$ 712	\$ 630

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 545	\$ 818
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	617	570
Amortization	112	113
Defined benefit plans - expense	59	91
Deferred income taxes and investment tax credits	133	291
Unrealized (gains) losses on derivatives, and other hedging activities	301	(11)
Adjustment to WPD line loss accrual	65	24
Other	51	26
Change in current assets and current liabilities		
Accounts receivable	(73)	(189)
Accounts payable	(99)	(75)
Unbilled revenues	161	144
Fuel, materials and supplies	52	29
Prepayments	(35)	(64)
Counterparty collateral	(15)	(61)
Taxes payable	51	128
Uncertain tax positions		(98)
Accrued interest	(107)	(119)
Other	(82)	(142)
Other operating activities		
Defined benefit plans - funding	(218)	(468)
Other assets	1	(64)
Other liabilities	64	4
Net cash provided by operating activities	1,583	947
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(1,854)	(1,797)
Expenditures for intangible assets	(48)	(40)
Purchases of nuclear plant decommissioning trust investments	(73)	(66)
Proceeds from the sale of nuclear plant decommissioning trust investments	65	59
Proceeds from the receipt of grants	56	4
Net (increase) decrease in restricted cash and cash equivalents	(251)	(17)
Other investing activities	2	23
Net cash provided by (used in) investing activities	(2,103)	(1,834)
<b>Cash Flows from Financing Activities</b>		
Issuance of long-term debt	296	450

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Retirement of long-term debt	(239)	(9)
Repurchase of common stock		(28)
Issuance of common stock	1,017	259
Payment of common stock dividends	(470)	(426)
Contract adjustment payments	(21)	(48)
Net increase (decrease) in short-term debt	107	563
Other financing activities	(19)	(51)
Net cash provided by (used in) financing activities	671	710
Effect of Exchange Rates on Cash and Cash Equivalents	16	(13)
Net Increase (Decrease) in Cash and Cash Equivalents	167	(190)
Cash and Cash Equivalents at Beginning of Period	1,102	901
Cash and Cash Equivalents at End of Period	\$ 1,269	\$ 711

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,269	\$ 1,102
Restricted cash and cash equivalents	332	83
Accounts receivable (less reserve: 2014, \$47; 2013, \$64)		
Customer	981	923
Other	115	97
Unbilled revenues	680	835
Fuel, materials and supplies	651	702
Prepayments	160	153
Deferred income taxes	317	246
Price risk management assets	954	942
Regulatory assets	29	33
Other current assets	49	37
Total Current Assets	5,537	5,153
Investments		
Nuclear plant decommissioning trust funds	911	864
Other investments	39	43
Total Investments	950	907
Property, Plant and Equipment		
Regulated utility plant	29,473	27,755
Less: accumulated depreciation - regulated utility plant	5,291	4,873
Regulated utility plant, net	24,182	22,882
Non-regulated property, plant and equipment		
Generation	11,858	11,881
Nuclear fuel	624	591
Other	864	834
Less: accumulated depreciation - non-regulated property, plant and equipment	6,294	6,172
Non-regulated property, plant and equipment, net	7,052	7,134
Construction work in progress	3,197	3,071
Property, Plant and Equipment, net	34,431	33,087
Other Noncurrent Assets		
Regulatory assets	1,242	1,246
Goodwill	4,301	4,225
Other intangibles	952	947
Price risk management assets	423	337
Other noncurrent assets	357	357
Total Other Noncurrent Assets	7,275	7,112

Total Assets	\$	48,193	\$	46,259
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The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 808	\$ 701
Long-term debt due within one year	304	315
Accounts payable	1,178	1,308
Taxes	124	114
Interest	223	325
Dividends	248	232
Price risk management liabilities	1,259	829
Regulatory liabilities	82	90
Other current liabilities	930	998
Total Current Liabilities	5,156	4,912
Long-term Debt	20,819	20,592
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	4,261	3,928
Investment tax credits	278	342
Price risk management liabilities	498	415
Accrued pension obligations	1,080	1,286
Asset retirement obligations	712	687
Regulatory liabilities	1,026	1,048
Other deferred credits and noncurrent liabilities	628	583
Total Deferred Credits and Other Noncurrent Liabilities	8,483	8,289
Commitments and Contingent Liabilities (Notes 6 and 10)		
Equity		
Common stock - \$0.01 par value (a)	7	6
Additional paid-in capital	9,358	8,316
Earnings reinvested	5,768	5,709
Accumulated other comprehensive loss	(1,398)	(1,565)
Total Equity	13,735	12,466
Total Liabilities and Equity	\$ 48,193	\$ 46,259

(a) 780,000 shares authorized; 664,018 and 630,321 shares issued and outstanding at June 30, 2014 and December 31, 2013.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	PPL Shareowners							Total
	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Accumulated other comprehensive loss	Non- controlling interests		
March 31, 2014	631,417	\$ 6	\$ 8,352	\$ 5,788	\$ (1,429)		\$ 12,717	
Common stock issued (b)	32,601	1	997				998	
Stock-based compensation (c)			9				9	
Net income				229			229	
Dividends and dividend equivalents (d)				(249)			(249)	
Other comprehensive income (loss)					31		31	
June 30, 2014	664,018	\$ 7	\$ 9,358	\$ 5,768	\$ (1,398)		\$ 13,735	
December 31, 2013	630,321	\$ 6	\$ 8,316	\$ 5,709	\$ (1,565)		\$ 12,466	
Common stock issued (b)	33,697	1	1,027				1,028	
Stock-based compensation (c)			15				15	
Net income				545			545	
Dividends and dividend equivalents (d)				(486)			(486)	
Other comprehensive income (loss)					167		167	
June 30, 2014	664,018	\$ 7	\$ 9,358	\$ 5,768	\$ (1,398)		\$ 13,735	

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March 31, 2013	583,214	\$	6	\$	6,988	\$	5,676	\$	(2,146)	\$	18	\$	10,542
Common stock issued (b)	9,338				245								245
Common stock repurchased	(930)				(28)								(28)
Cash settlement of equity forward agreements					(13)								(13)
Stock-based compensation (c)					3								3
Net income							405						405
Dividends and dividend equivalents (d)									(218)				(218)
Other comprehensive income (loss)									18				18
June 30, 2013	591,622	\$	6	\$	7,195	\$	5,863	\$	(2,128)	\$	18	\$	10,954
December 31, 2012	581,944	\$	6	\$	6,936	\$	5,478	\$	(1,940)	\$	18	\$	10,498
Common stock issued (b)	10,608				282								282
Common stock repurchased	(930)				(28)								(28)
Cash settlement of equity forward agreements					(13)								(13)
Stock-based compensation (c)					18								18
Net income							818						818
Dividends and dividend equivalents (d)									(433)				(433)
Other comprehensive									(188)				(188)

income (loss)													
June 30, 2013	591,622	\$	6	\$	7,195	\$	5,863	\$	(2,128)	\$	18	\$	10,954

- (a) Shares in thousands. Each share entitles the holder to one vote on any question presented at any shareholders' meeting.
- (b) Each period includes shares of common stock issued through various stock and incentive compensation plans. The 2014 periods include the May issuance of shares of common stock to settle the 2011 Purchase Contracts. See Note 7 for additional information. The 2013 periods include the April issuance of shares of common stock to settle the forward sales agreements.
- (c) The three and six months ended June 30, 2014 include \$12 million and \$39 million and the three and six months ended June 30, 2013 include \$8 million and \$36 million of stock-based compensation expense related to new and existing unvested equity awards. The three and six months ended June 30, 2014 include \$(3) million and \$(24) million and the three and six months ended June 30, 2013 include \$(5) million and \$(18) million related primarily to the reclassification from "Stock-based compensation" to "Common stock issued" for the issuance of common stock after applicable equity award vesting periods and tax adjustments related to stock-based compensation.
- (d) Includes dividends and dividend equivalents on PPL common stock and restricted stock units.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
<b>Operating Revenues</b>				
Unregulated wholesale energy	\$ 591	\$ 1,401	\$ (838)	\$ 1,544
Unregulated wholesale energy to affiliate	21	12	48	26
Unregulated retail energy	281	257	632	495
Energy-related businesses	155	122	280	235
Total Operating Revenues	1,048	1,792	122	2,300
<b>Operating Expenses</b>				
<b>Operation</b>				
Fuel	259	224	741	522
Energy purchases	203	898	(1,601)	699
Other operation and maintenance	296	270	554	505
Depreciation	82	79	162	157
Taxes, other than income	16	16	37	33
Energy-related businesses	155	118	279	228
Total Operating Expenses	1,011	1,605	172	2,144
Operating Income (Loss)	37	187	(50)	156
Other Income (Expense) - net	8	12	14	16
Interest Expense	35	46	69	92
Income (Loss) Before Income Taxes	10	153	(105)	80
Income Taxes	(3)	67	(52)	32
Net Income (Loss) Attributable to PPL Energy Supply Member	\$ 13	\$ 86	\$ (53)	\$ 48

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income (loss)	\$ 13	\$ 86	\$ (53)	\$ 48
Other comprehensive income (loss):				
Amounts arising during the period - gains (losses), net of tax (expense)				
benefit:				
Available-for-sale securities, net of tax of (\$15), (\$2), (\$21), (\$27)	14	2	19	25
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):				
Available-for-sale securities, net of tax of \$1, \$0, \$2, \$1	(1)	(1)	(2)	(2)
Qualifying derivatives, net of tax of \$5, \$23, \$9, \$44	(8)	(37)	(13)	(67)
Defined benefit plans:				
Prior service costs, net of tax of \$0, \$0, (\$1), (\$1)		1	1	2
Net actuarial loss, net of tax of (\$1), (\$3), (\$2), (\$5)	2	4	3	8
Total other comprehensive income (loss) attributable to PPL Energy Supply Member	7	(31)	8	(34)
Comprehensive income (loss) attributable to PPL Energy Supply Member	\$ 20	\$ 55	\$ (45)	\$ 14

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income (loss)	\$ (53)	\$ 48
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation	162	157
Amortization	77	71
Defined benefit plans - expense	32	26
Deferred income taxes and investment tax credits	(120)	98
Impairment of assets	18	
Unrealized (gains) losses on derivatives, and other hedging activities	232	91
Other	10	5
Change in current assets and current liabilities		
Accounts receivable	25	6
Accounts payable	(55)	(62)
Unbilled revenues	67	96
Prepayments	(16)	(67)
Counterparty collateral	(15)	(61)
Price risk management assets and liabilities	(33)	(2)
Other	(20)	(15)
Other operating activities		
Defined benefit plans - funding	(32)	(106)
Other assets	(1)	(38)
Other liabilities	12	(20)
Net cash provided by operating activities	290	227
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(176)	(241)
Expenditures for intangible assets	(24)	(23)
Purchases of nuclear plant decommissioning trust investments	(73)	(66)
Proceeds from the sale of nuclear plant decommissioning trust investments	65	59
Proceeds from the receipt of grants	56	3
Net (increase) decrease in restricted cash and cash equivalents	(258)	(24)
Other investing activities	7	10
Net cash provided by (used in) investing activities	(403)	(282)
<b>Cash Flows from Financing Activities</b>		
Contributions from member	730	105
Distributions to member	(914)	(408)
Net increase (decrease) in short-term debt	324	219
Other financing activities	(2)	(9)

	Net cash provided by (used in) financing activities	138	(93)
Net Increase (Decrease) in Cash and Cash Equivalents		25	(148)
Cash and Cash Equivalents at Beginning of Period		239	413
Cash and Cash Equivalents at End of Period	\$	264	\$ 265

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 264	\$ 239
Restricted cash and cash equivalents	326	68
Accounts receivable (less reserve: 2014, \$2; 2013, \$21)		
Customer	206	233
Other	102	97
Accounts receivable from affiliates	42	45
Unbilled revenues	219	286
Fuel, materials and supplies	349	358
Prepayments	36	20
Deferred income taxes	105	
Price risk management assets	954	860
Other current assets	31	27
Total Current Assets	2,634	2,233
Investments		
Nuclear plant decommissioning trust funds	911	864
Other investments	34	37
Total Investments	945	901
Property, Plant and Equipment		
Non-regulated property, plant and equipment		
Generation	11,866	11,891
Nuclear fuel	624	591
Other	291	288
Less: accumulated depreciation - non-regulated property, plant and equipment	6,139	6,046
Non-regulated property, plant and equipment, net	6,642	6,724
Construction work in progress	386	450
Property, Plant and Equipment, net	7,028	7,174
Other Noncurrent Assets		
Goodwill	86	86
Other intangibles	267	266
Price risk management assets	420	328
Other noncurrent assets	79	86
Total Other Noncurrent Assets	852	766
Total Assets	\$ 11,459	\$ 11,074

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	June 30, 2014	December 31, 2013
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 324	
Long-term debt due within one year	304	\$ 304
Accounts payable	309	393
Accounts payable to affiliates	2	4
Taxes	30	31
Interest	22	22
Price risk management liabilities	1,133	750
Other current liabilities	229	278
Total Current Liabilities	2,353	1,782
Long-term Debt	2,219	2,221
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,183	1,114
Investment tax credits	144	205
Price risk management liabilities	347	320
Accrued pension obligations	104	111
Asset retirement obligations	406	393
Other deferred credits and noncurrent liabilities	134	130
Total Deferred Credits and Other Noncurrent Liabilities	2,318	2,273
Commitments and Contingent Liabilities (Note 10)		
Member's Equity	4,569	4,798
Total Liabilities and Equity	\$ 11,459	\$ 11,074

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

PPL Energy Supply, LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Member's equity	Non- controlling interests	Total
March 31, 2014	\$ 4,079		\$ 4,079
Net income (loss)	13		13
Other comprehensive income (loss)	7		7
Contributions from member	730		730
Distributions	(260)		(260)
June 30, 2014	\$ 4,569		\$ 4,569
December 31, 2013	\$ 4,798		\$ 4,798
Net income (loss)	(53)		(53)
Other comprehensive income (loss)	8		8
Contributions from member	730		730
Distributions	(914)		(914)
June 30, 2014	\$ 4,569		\$ 4,569
March 31, 2013	\$ 3,476	\$ 18	\$ 3,494
Net income	86		86
Other comprehensive income (loss)	(31)		(31)
Contributions from member	105		105
Distributions	(95)		(95)
June 30, 2013	\$ 3,541	\$ 18	\$ 3,559
December 31, 2012	\$ 3,830	\$ 18	\$ 3,848
Net income	48		48
Other comprehensive income (loss)	(34)		(34)
Contributions from member	105		105
Distributions	(408)		(408)
June 30, 2013	\$ 3,541	\$ 18	\$ 3,559

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Operating Revenues	\$ 449	\$ 414	\$ 1,041	\$ 927
Operating Expenses				
Operation				
Energy purchases	114	120	303	292
Energy purchases from affiliate	21	12	48	26
Other operation and maintenance	135	124	269	257
Depreciation	45	44	90	87
Taxes, other than income	23	22	55	52
Total Operating Expenses	338	322	765	714
Operating Income	111	92	276	213
Other Income (Expense) - net	1	2	3	3
Interest Expense	29	25	58	50
Income Before Income Taxes	83	69	221	166
Income Taxes	31	24	84	57
Net Income (a)	\$ 52	\$ 45	\$ 137	\$ 109

(a) Net income approximates comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 137	\$ 109
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	90	87
Amortization	9	10
Defined benefit plans - expense	11	10
Deferred income taxes and investment tax credits	44	81
Other	(17)	(5)
Change in current assets and current liabilities		
Accounts receivable	(80)	(56)
Accounts payable	(33)	(37)
Unbilled revenues	34	36
Prepayments	(40)	(18)
Taxes payable	8	18
Other	2	(38)
Other operating activities		
Defined benefit plans - funding	(19)	(88)
Other assets	5	
Other liabilities	(3)	6
Net cash provided by operating activities	148	115
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(436)	(451)
Expenditures for intangible assets	(22)	(13)
Net (increase) decrease in notes receivable from affiliates	150	
Other investing activities	13	9
Net cash provided by (used in) investing activities	(295)	(455)
<b>Cash Flows from Financing Activities</b>		
Issuance of long-term debt	296	
Retirement of long-term debt	(10)	
Contributions from parent	95	205
Payment of common stock dividends to parent	(87)	(66)
Net increase (decrease) in short-term debt	(20)	85
Other financing activities	(3)	
Net cash provided by (used in) financing activities	271	224

Net Increase (Decrease) in Cash and Cash Equivalents	124	(116)
Cash and Cash Equivalents at Beginning of Period	25	140
Cash and Cash Equivalents at End of Period	\$ 149	\$ 24

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 149	\$ 25
Accounts receivable (less reserve: 2014, \$17; 2013, \$18)		
Customer	361	284
Other	8	5
Accounts receivable from affiliates	4	4
Notes receivable from affiliate		150
Unbilled revenues	82	116
Materials and supplies	35	35
Prepayments	51	40
Deferred income taxes	84	85
Other current assets	13	22
Total Current Assets	787	766
Property, Plant and Equipment		
Regulated utility plant	7,168	6,886
Less: accumulated depreciation - regulated utility plant	2,488	2,417
Regulated utility plant, net	4,680	4,469
Other, net	2	2
Construction work in progress	744	591
Property, Plant and Equipment, net	5,426	5,062
Other Noncurrent Assets		
Regulatory assets	771	772
Intangibles	233	211
Other noncurrent assets	35	35
Total Other Noncurrent Assets	1,039	1,018
Total Assets	\$ 7,252	\$ 6,846

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
<b>Liabilities and Equity</b>		
<b>Current Liabilities</b>		
Short-term debt		\$ 20
Long term debt due within one year		10
Accounts payable	\$ 292	295
Accounts payable to affiliates	50	57
Taxes	15	51
Interest	34	34
Regulatory liabilities	72	76
Other current liabilities	75	82
<b>Total Current Liabilities</b>	<b>538</b>	<b>625</b>
<b>Long-term Debt</b>	<b>2,602</b>	<b>2,305</b>
<b>Deferred Credits and Other Noncurrent Liabilities</b>		
Deferred income taxes	1,463	1,399
Accrued pension obligations	85	96
Regulatory liabilities	12	15
Other deferred credits and noncurrent liabilities	58	57
<b>Total Deferred Credits and Other Noncurrent Liabilities</b>	<b>1,618</b>	<b>1,567</b>
<b>Commitments and Contingent Liabilities (Notes 6 and 10)</b>		
<b>Stockholder's Equity</b>		
Common stock - no par value (a)	364	364
Additional paid-in capital	1,435	1,340
Earnings reinvested	695	645
<b>Total Equity</b>	<b>2,494</b>	<b>2,349</b>
<b>Total Liabilities and Equity</b>	<b>\$ 7,252</b>	<b>\$ 6,846</b>

(a) 170,000 shares authorized; 66,368 shares issued and outstanding at June 30, 2014 and December 31, 2013.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDER'S EQUITY

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
March 31, 2014	66,368	\$ 364	\$ 1,405	\$ 698	\$ 2,467
Net income				52	52
Capital contributions from PPL			30		30
Cash dividends declared on common stock				(55)	(55)
June 30, 2014	66,368	\$ 364	\$ 1,435	\$ 695	\$ 2,494
December 31, 2013	66,368	\$ 364	\$ 1,340	\$ 645	\$ 2,349
Net income				137	137
Capital contributions from PPL			95		95
Cash dividends declared on common stock				(87)	(87)
June 30, 2014	66,368	\$ 364	\$ 1,435	\$ 695	\$ 2,494
March 31, 2013	66,368	\$ 364	\$ 1,195	\$ 602	\$ 2,161
Net income				45	45
Capital contributions from PPL			145		145
Cash dividends declared on common stock				(41)	(41)
June 30, 2013	66,368	\$ 364	\$ 1,340	\$ 606	\$ 2,310
December 31, 2012	66,368	\$ 364	\$ 1,135	\$ 563	\$ 2,062
Net income				109	109
Capital contributions from PPL			205		205
Cash dividends declared on common stock				(66)	(66)
June 30, 2013	66,368	\$ 364	\$ 1,340	\$ 606	\$ 2,310

(a) Shares in thousands. All common shares of PPL Electric stock are owned by PPL.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

LG&amp;E and KU Energy LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Operating Revenues	\$ 722	\$ 682	\$ 1,656	\$ 1,482
Operating Expenses				
Operation				
Fuel	231	216	508	447
Energy purchases	36	37	160	123
Other operation and maintenance	206	197	412	394
Depreciation	87	83	173	165
Taxes, other than income	13	12	26	24
Total Operating Expenses	573	545	1,279	1,153
Operating Income	149	137	377	329
Other Income (Expense) - net	(2)		(4)	(2)
Interest Expense	41	36	83	73
Interest Expense with Affiliate		1		1
Income from Continuing Operations Before Income Taxes	106	100	290	253
Income Taxes	41	37	110	94
Income from Continuing Operations After Income Taxes	65	63	180	159
Income (Loss) from Discontinued Operations (net of income taxes)		1		1
Net Income (a)	\$ 65	\$ 64	\$ 180	\$ 160

(a) Net income approximates comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

LG&amp;E and KU Energy LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 180	\$ 160
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	173	165
Amortization	12	14
Defined benefit plans - expense	12	27
Deferred income taxes and investment tax credits	149	95
Other	1	(6)
Change in current assets and current liabilities		
Accounts receivable	(24)	(62)
Accounts payable	(5)	36
Accounts payable to affiliates	(2)	
Unbilled revenues	27	(2)
Fuel, materials and supplies	43	25
Taxes payable	(10)	
Other	1	2
Other operating activities		
Defined benefit plans - funding	(40)	(156)
Other assets	(3)	(3)
Other liabilities	2	2
Net cash provided by operating activities	516	297
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(556)	(579)
Net (increase) decrease in notes receivable from affiliates	54	
Net (increase) decrease in restricted cash and cash equivalents	1	10
Other investing activities		1
Net cash provided by (used in) investing activities	(501)	(568)
<b>Cash Flows from Financing Activities</b>		
Net increase (decrease) in notes payable with affiliates		47
Net increase (decrease) in short-term debt	75	127
Distributions to member	(221)	(69)
Contributions from member	119	146
Net cash provided by (used in) financing activities	(27)	251
Net Increase (Decrease) in Cash and Cash Equivalents	(12)	(20)
Cash and Cash Equivalents at Beginning of Period	35	43
Cash and Cash Equivalents at End of Period	\$ 23	\$ 23

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED CONSOLIDATED BALANCE SHEETS

LG&amp;E and KU Energy LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 23	\$ 35
Accounts receivable (less reserve: 2014, \$26; 2013, \$22)		
Customer	238	224
Other	23	20
Unbilled revenues	153	180
Fuel, materials and supplies	235	278
Prepayments	27	21
Notes receivable from affiliates	16	70
Deferred income taxes	108	159
Regulatory assets	27	27
Other current assets	4	3
Total Current Assets	854	1,017
Property, Plant and Equipment		
Regulated utility plant	9,036	8,526
Less: accumulated depreciation - regulated utility plant	922	778
Regulated utility plant, net	8,114	7,748
Other, net	3	3
Construction work in progress	1,809	1,793
Property, Plant and Equipment, net	9,926	9,544
Other Noncurrent Assets		
Regulatory assets	471	474
Goodwill	996	996
Other intangibles	197	221
Other noncurrent assets	101	98
Total Other Noncurrent Assets	1,765	1,789
Total Assets	\$ 12,545	\$ 12,350

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS  
 LG&E and KU Energy LLC and Subsidiaries  
 (Unaudited)  
 (Millions of Dollars)

	June 30, 2014	December 31, 2013
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 320	\$ 245
Accounts payable	335	346
Accounts payable to affiliates	1	3
Customer deposits	50	50
Taxes	29	39
Price risk management liabilities	4	4
Regulatory liabilities	10	14
Interest	23	23
Other current liabilities	121	111
Total Current Liabilities	893	835
Long-term Debt	4,566	4,565
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,065	965
Investment tax credits	133	135
Accrued pension obligations	114	152
Asset retirement obligations	255	245
Regulatory liabilities	1,014	1,033
Price risk management liabilities	38	32
Other deferred credits and noncurrent liabilities	242	238
Total Deferred Credits and Other Noncurrent Liabilities	2,861	2,800
Commitments and Contingent Liabilities (Notes 6 and 10)		
Member's equity	4,225	4,150
Total Liabilities and Equity	\$ 12,545	\$ 12,350

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

LG&amp;E and KU Energy LLC and Subsidiaries

(Unaudited)

(Millions of Dollars)

		Member's Equity
March 31, 2014	\$	4,200
Net income		65
Contributions from member		79
Distributions to member		(117)
Other comprehensive income (loss)		(2)
June 30, 2014	\$	4,225
December 31, 2013	\$	4,150
Net income		180
Contributions from member		119
Distributions to member		(221)
Other comprehensive income (loss)		(3)
June 30, 2014	\$	4,225
March 31, 2013	\$	3,952
Net income		64
Contributions from member		71
Distributions to member		(65)
June 30, 2013	\$	4,022
December 31, 2012	\$	3,786
Net income		160
Contributions from member		146
Distributions to member		(69)
Other comprehensive income (loss)		(1)
June 30, 2013	\$	4,022

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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## CONDENSED STATEMENTS OF INCOME

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Operating Revenues				
Retail and wholesale	\$ 320	\$ 302	\$ 762	\$ 671
Electric revenue from affiliate	24	14	61	35
Total Operating Revenues	344	316	823	706
Operating Expenses				
Operation				
Fuel	104	88	221	184
Energy purchases	29	31	147	111
Energy purchases from affiliate	2	3	8	4
Other operation and maintenance	94	94	192	185
Depreciation	39	37	77	73
Taxes, other than income	7	6	13	12
Total Operating Expenses	275	259	658	569
Operating Income	69	57	165	137
Other Income (Expense) - net	(1)	(1)	(3)	(2)
Interest Expense	12	10	24	20
Income Before Income Taxes	56	46	138	115
Income Taxes	21	17	51	42
Net Income (a)	\$ 35	\$ 29	\$ 87	\$ 73

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED STATEMENTS OF CASH FLOWS

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 87	\$ 73
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	77	73
Amortization	6	6
Defined benefit plans - expense	5	9
Deferred income taxes and investment tax credits	20	21
Other	(4)	
Change in current assets and current liabilities		
Accounts receivable	(25)	(9)
Accounts payable	(5)	13
Accounts payable to affiliates	(4)	(2)
Unbilled revenues	19	2
Fuel, materials and supplies	44	25
Taxes payable	2	12
Other	(4)	6
Other operating activities		
Defined benefit plans - funding	(10)	(44)
Other assets	(2)	(1)
Other liabilities	(4)	2
Net cash provided by operating activities	202	186
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(249)	(236)
Net (increase) decrease in restricted cash and cash equivalents	1	10
Net cash provided by (used in) investing activities	(248)	(226)
<b>Cash Flows from Financing Activities</b>		
Net increase (decrease) in short-term debt	50	25
Payment of common stock dividends to parent	(60)	(48)
Contributions from parent	53	54
Net cash provided by (used in) financing activities	43	31
Net Increase (Decrease) in Cash and Cash Equivalents	(3)	(9)
Cash and Cash Equivalents at Beginning of Period	8	22
Cash and Cash Equivalents at End of Period	\$ 5	\$ 13

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.





## CONDENSED BALANCE SHEETS

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 5	\$ 8
Accounts receivable (less reserve: 2014, \$2; 2013, \$2)		
Customer	102	102
Other	14	9
Unbilled revenues	66	85
Accounts receivable from affiliates	17	
Fuel, materials and supplies	110	154
Prepayments	9	7
Regulatory assets	24	17
Other current assets	3	3
Total Current Assets	350	385
Property, Plant and Equipment		
Regulated utility plant	3,564	3,383
Less: accumulated depreciation - regulated utility plant	397	332
Regulated utility plant, net	3,167	3,051
Construction work in progress	750	651
Property, Plant and Equipment, net	3,917	3,702
Other Noncurrent Assets		
Regulatory assets	306	303
Goodwill	389	389
Other intangibles	108	120
Other noncurrent assets	35	35
Total Other Noncurrent Assets	838	847
Total Assets	\$ 5,105	\$ 4,934

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED BALANCE SHEETS

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 70	\$ 20
Accounts payable	200	166
Accounts payable to affiliates	20	24
Customer deposits	24	24
Taxes	13	11
Price risk management liabilities	4	4
Regulatory liabilities	9	9
Interest	6	6
Other current liabilities	30	32
Total Current Liabilities	376	296
Long-term Debt	1,353	1,353
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	603	582
Investment tax credits	37	38
Accrued pension obligations	10	19
Asset retirement obligations	70	68
Regulatory liabilities	472	482
Price risk management liabilities	38	32
Other deferred credits and noncurrent liabilities	106	104
Total Deferred Credits and Other Noncurrent Liabilities	1,336	1,325
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	424	424
Additional paid-in capital	1,417	1,364
Earnings reinvested	199	172
Total Equity	2,040	1,960
Total Liabilities and Equity	\$ 5,105	\$ 4,934

(a) 75,000 shares authorized; 21,294 shares issued and outstanding at June 30, 2014 and December 31, 2013.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



## CONDENSED STATEMENTS OF EQUITY

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)		Common stock		Additional paid-in capital		Earnings reinvested		Total
March 31, 2014	21,294	\$	424	\$	1,364	\$	197	\$	1,985
Net income							35		35
Capital contributions from LKE					53				53
Cash dividends declared on common stock							(33)		(33)
June 30, 2014	21,294	\$	424	\$	1,417	\$	199	\$	2,040
December 31, 2013	21,294	\$	424	\$	1,364	\$	172	\$	1,960
Net income							87		87
Capital contributions from LKE					53				53
Cash dividends declared on common stock							(60)		(60)
June 30, 2014	21,294	\$	424	\$	1,417	\$	199	\$	2,040
March 31, 2013	21,294	\$	424	\$	1,303	\$	133	\$	1,860
Net income							29		29
Capital contributions from LKE					29				29
Cash dividends declared on common stock							(29)		(29)
June 30, 2013	21,294	\$	424	\$	1,332	\$	133	\$	1,889
December 31, 2012	21,294	\$	424	\$	1,278	\$	108	\$	1,810
Net income							73		73
Capital contributions from LKE					54				54
Cash dividends declared on common stock							(48)		(48)
June 30, 2013	21,294	\$	424	\$	1,332	\$	133	\$	1,889

(a) Shares in thousands. All common shares of LG&E stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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## CONDENSED STATEMENTS OF INCOME

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Operating Revenues				
Retail and wholesale	\$ 402	\$ 380	\$ 894	\$ 811
Electric revenue from affiliate	2	3	8	4
Total Operating Revenues	404	383	902	815
Operating Expenses				
Operation				
Fuel	127	128	287	263
Energy purchases	7	6	13	12
Energy purchases from affiliate	24	14	61	35
Other operation and maintenance	107	98	205	195
Depreciation	47	46	95	92
Taxes, other than income	6	6	13	12
Total Operating Expenses	318	298	674	609
Operating Income	86	85	228	206
Other Income (Expense) - net		2		1
Interest Expense	20	17	39	34
Income Before Income Taxes	66	70	189	173
Income Taxes	26	26	72	65
Net Income (a)	\$ 40	\$ 44	\$ 117	\$ 108

(a) Net income approximates comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED STATEMENTS OF CASH FLOWS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 117	\$ 108
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	95	92
Amortization	4	7
Defined benefit plans - expense	2	12
Deferred income taxes and investment tax credits	89	72
Other	5	(2)
Change in current assets and current liabilities		
Accounts receivable	(44)	(39)
Accounts payable	10	33
Accounts payable to affiliates	13	(7)
Unbilled revenues	8	(4)
Fuel, materials and supplies	(1)	
Taxes payable	(19)	(10)
Other	16	5
Other operating activities		
Defined benefit plans - funding	(3)	(61)
Other assets	(1)	(3)
Other liabilities	6	(13)
Net cash provided by operating activities	297	190
<b>Cash Flows from Investing Activities</b>		
Expenditures for property, plant and equipment	(305)	(341)
Other investing activities		1
Net cash provided by (used in) investing activities	(305)	(340)
<b>Cash Flows from Financing Activities</b>		
Net increase (decrease) in short-term debt	25	102
Payment of common stock dividends to parent	(86)	(55)
Contributions from parent	66	92
Net cash provided by (used in) financing activities	5	139
Net Increase (Decrease) in Cash and Cash Equivalents	(3)	(11)
Cash and Cash Equivalents at Beginning of Period	21	21
Cash and Cash Equivalents at End of Period	\$ 18	\$ 10

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.





## CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 18	\$ 21
Accounts receivable (less reserve: 2014, \$4; 2013, \$4)		
Customer	136	122
Other	34	9
Unbilled revenues	87	95
Fuel, materials and supplies	125	124
Prepayments	8	4
Regulatory assets	3	10
Other current assets	5	6
Total Current Assets	416	391
Property, Plant and Equipment		
Regulated utility plant	5,472	5,143
Less: accumulated depreciation - regulated utility plant	525	446
Regulated utility plant, net	4,947	4,697
Other, net	1	1
Construction work in progress	1,055	1,139
Property, Plant and Equipment, net	6,003	5,837
Other Noncurrent Assets		
Regulatory assets	165	171
Goodwill	607	607
Other intangibles	89	101
Other noncurrent assets	59	56
Total Other Noncurrent Assets	920	935
Total Assets	\$ 7,339	\$ 7,163

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2014	December 31, 2013
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 175	\$ 150
Accounts payable	125	159
Accounts payable to affiliates	38	25
Customer deposits	26	26
Taxes	14	33
Regulatory liabilities	1	5
Interest	11	11
Other current liabilities	58	36
Total Current Liabilities	448	445
Long-term Debt	2,091	2,091
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	747	658
Investment tax credits	96	97
Accrued pension obligations	2	11
Asset retirement obligations	185	177
Regulatory liabilities	542	551
Other deferred credits and noncurrent liabilities	88	89
Total Deferred Credits and Other Noncurrent Liabilities	1,660	1,583
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	308	308
Additional paid-in capital	2,571	2,505
Accumulated other comprehensive income (loss)		1
Earnings reinvested	261	230
Total Equity	3,140	3,044
Total Liabilities and Equity	\$ 7,339	\$ 7,163

(a) 80,000 shares authorized; 37,818 shares issued and outstanding at June 30, 2014 and December 31, 2013.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

## CONDENSED STATEMENTS OF EQUITY

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Accumulated other comprehensive income (loss)	Total
March 31, 2014	37,818	\$ 308	\$ 2,545	\$ 270		\$ 3,123
Net income				40		40
Capital contributions from LKE			26			26
Cash dividends declared on common stock				(49)		(49)
June 30, 2014	37,818	\$ 308	\$ 2,571	\$ 261		\$ 3,140
December 31, 2013	37,818	\$ 308	\$ 2,505	\$ 230	\$ 1	\$ 3,044
Net income				117		117
Capital contributions from LKE			66			66
Cash dividends declared on common stock				(86)		(86)
Other comprehensive income (loss)					(1)	(1)
June 30, 2014	37,818	\$ 308	\$ 2,571	\$ 261	\$	\$ 3,140
March 31, 2013	37,818	\$ 308	\$ 2,398	\$ 177	\$ 1	\$ 2,884
Net income				44		44
Capital contributions from LKE			42			42
Cash dividends declared on common stock				(42)		(42)
June 30, 2013	37,818	\$ 308	\$ 2,440	\$ 179	\$ 1	\$ 2,928
December 31, 2012	37,818	\$ 308	\$ 2,348	\$ 126	\$ 1	\$ 2,783
Net income				108		108
Capital contributions from LKE			92			92
Cash dividends declared on common stock				(55)		(55)
June 30, 2013	37,818	\$ 308	\$ 2,440	\$ 179	\$ 1	\$ 2,928

(a) Shares in thousands. All common shares of KU stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.



Combined Notes to Condensed Financial Statements (Unaudited)

1. Interim Financial Statements

(All Registrants)

Capitalized terms and abbreviations appearing in the unaudited combined notes to condensed financial statements are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for their related activities and disclosures. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The accompanying unaudited condensed financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation in accordance with GAAP are reflected in the condensed financial statements. All adjustments are of a normal recurring nature, except as otherwise disclosed. Each Registrant's Balance Sheet at December 31, 2013 is derived from that Registrant's 2013 audited Balance Sheet. The financial statements and notes thereto should be read in conjunction with the financial statements and notes contained in each Registrant's 2013 Form 10-K. The results of operations for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014 or other future periods, because results for interim periods can be disproportionately influenced by various factors, developments and seasonal variations.

The classification of certain prior period amounts has been changed to conform to the presentation in the June 30, 2014 financial statements.

2. Summary of Significant Accounting Policies

(All Registrants)

The following accounting policy disclosures represent updates to Note 1 in each Registrant's 2013 Form 10-K and should be read in conjunction with those disclosures.

*Accounts Receivable (PPL, PPL Energy Supply and PPL Electric)*

In accordance with a PUC-approved purchase of accounts receivable program designed to facilitate competitive markets for electricity in Pennsylvania, PPL Electric purchases certain accounts receivable from alternative electricity suppliers (including PPL EnergyPlus) at a discount, which reflects a provision for uncollectible accounts. The alternative electricity suppliers have no continuing involvement or interest in the purchased accounts receivable. The purchased accounts receivable are initially recorded at fair value using a market approach based on the purchase price paid and are classified as Level 2 in the fair value hierarchy. During the three and six months ended June 30, 2014, PPL Electric purchased \$253 million and \$614 million of accounts receivable from unaffiliated third parties and \$79 million and \$184 million from PPL EnergyPlus. During the three and six months ended June 30, 2013, PPL Electric purchased \$220 million and \$479 million of accounts receivable from unaffiliated third parties and \$70 million and \$147 million from PPL EnergyPlus.

*New Accounting Guidance Adopted (All Registrants)*

### Accounting for Obligations Resulting from Joint and Several Liability Arrangements

Effective January 1, 2014, the Registrants retrospectively adopted accounting guidance for the recognition, measurement and disclosure of certain obligations resulting from joint and several liability arrangements when the amount of the obligation is fixed at the reporting date. If the obligation is determined to be in the scope of this guidance, it will be measured as the sum of the amount the reporting entity agreed to pay on the basis of its arrangements among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. This guidance also requires additional disclosures for these obligations.

The adoption of this guidance did not have a significant impact on the Registrants.

### Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity

Effective January 1, 2014, PPL prospectively adopted accounting guidance that requires a cumulative translation adjustment to be released into earnings when an entity ceases to have a controlling financial interest in a subsidiary or group of assets within a consolidated foreign entity and the sale or transfer results in the complete or substantially complete liquidation of the foreign entity. For the step acquisition of previously held equity method investments that are foreign entities, this guidance clarifies that the amount of accumulated other comprehensive income that is reclassified and included in the calculation of a gain or loss shall include any foreign currency translation adjustment related to that previously held investment.

The initial adoption of this guidance did not have a significant impact on PPL; however, the impact in future periods could be material.

### Presentation of Unrecognized Tax Benefits When Net Operating Loss Carryforwards, Similar Tax Losses, or Tax Credit Carryforwards Exist

Effective January 1, 2014, the Registrants prospectively adopted accounting guidance that requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position, or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets.

The adoption of this guidance did not have a significant impact on the Registrants.

### 3. Segment and Related Information

(PPL)

See Note 2 in PPL's 2013 Form 10-K for a discussion of reportable segments and related information.

In June 2014, PPL and PPL Energy Supply, which primarily represents PPL's Supply segment, executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded, independent power producer named Talen Energy. Upon completion of this transaction, PPL will no longer have a Supply segment. See Note 8 for additional information.

Financial data for the segments and reconciliation to PPL's consolidated results for the periods ended June 30 are:

	Three Months		Six Months	
	2014	2013	2014	2013
Income Statement Data				
Revenues from external customers				
U.K. Regulated	\$ 672	\$ 572	\$ 1,320	\$ 1,220
Kentucky Regulated	722	682	1,656	1,482
Pennsylvania Regulated	448	413	1,039	925



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Supply (a)	1,027	1,780	74	2,274
Corporate and Other	5	3	8	6
<b>Total</b>	<b>\$ 2,874</b>	<b>\$ 3,450</b>	<b>\$ 4,097</b>	<b>\$ 5,907</b>
<b>Intersegment electric revenues</b>				
Supply	\$ 21	\$ 12	\$ 48	\$ 26
<b>Net Income Attributable to PPL Shareowners</b>				
U.K. Regulated (a)	\$ 187	\$ 245	\$ 393	\$ 558
Kentucky Regulated	58	49	165	134
Pennsylvania Regulated	52	45	137	109
Supply (a)	5	77	(70)	31
Corporate and Other (c)	(73)	(11)	(80)	(14)
<b>Total</b>	<b>\$ 229</b>	<b>\$ 405</b>	<b>\$ 545</b>	<b>\$ 818</b>

		June 30, 2014	December 31, 2013
<b>Balance Sheet Data</b>			
<b>Assets</b>			
	U.K. Regulated	\$ 16,496	\$ 15,895
	Kentucky Regulated	12,211	12,016
	Pennsylvania Regulated	7,252	6,846
	Supply	11,793	11,408
	Corporate and Other (b)	441	94
<b>Total assets</b>		<b>\$ 48,193</b>	<b>\$ 46,259</b>

- (a) Includes unrealized gains and losses from economic activity. See Note 14 for additional information.  
(b) Primarily consists of unallocated items, including cash, PP&E and the elimination of inter-segment transactions.  
(c) 2014 includes certain costs related to the anticipated spinoff of PPL Energy Supply, including deferred income tax expense and third party costs. See Note 8 for additional information.

#### 4. Earnings Per Share

(PPL)

Basic EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding during the applicable period. Diluted EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding, increased by incremental shares that would be outstanding if potentially dilutive non-participating securities were converted to common shares as calculated using the Treasury Stock method or the If-Converted Method, as applicable. Incremental non-participating securities that have a dilutive impact are detailed in the table below.

Reconciliations of the amounts of income and shares of PPL common stock (in thousands) for the periods ended June 30 used in the EPS calculation are:

	Three Months		Six Months	
	2014	2013	2014	2013
<b>Income (Numerator)</b>				
<b>Income from continuing operations after income taxes attributable to PPL</b>				
	\$ 229	\$ 404	\$ 545	\$ 817
shareowners				
Less amounts allocated to participating securities	1	2	3	4
<b>Income from continuing operations after income taxes available to PPL</b>				
common shareowners - Basic	228	402	542	813
<b>Plus interest charges (net of tax) related to Equity Units</b>				
(a)		15	9	30
<b>Income from continuing operations after income taxes available to PPL</b>				
common shareowners - Diluted	\$ 228	\$ 417	\$ 551	\$ 843
<b>Income (loss) from discontinued operations (net of income taxes) available</b>				

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to PPL common shareowners - Basic and Diluted	\$	\$	1	\$	\$	1		
Net income attributable to PPL shareowners	\$	229	\$	405	\$	545	\$	818
Less amounts allocated to participating securities		1		2		3		4
Net income available to PPL common shareowners - Basic		228		403		542		814
Plus interest charges (net of tax) related to Equity Units (a)				15		9		30
Net income available to PPL common shareowners - Diluted	\$	228	\$	418	\$	551	\$	844
<b>Shares of Common Stock (Denominator)</b>								
Weighted-average shares - Basic EPS		653,132		589,834		642,002		586,683
Add incremental non-participating securities:								
Share-based payment awards		2,100		1,133		1,806		971
Equity Units (a)		10,560		73,388		21,119		72,689
Forward sale agreements				260				920
Weighted-average shares - Diluted EPS		665,792		664,615		664,927		661,263
<b>Basic EPS</b>								
Net Income Available to PPL common shareowners	\$	0.35	\$	0.68	\$	0.84	\$	1.39
<b>Diluted EPS</b>								
Net Income Available to PPL common shareowners	\$	0.34	\$	0.63	\$	0.83	\$	1.28

(a) The If-Converted Method was applied to the Equity Units prior to settlement. See Note 7 for additional information on the 2011 Equity Units, including the issuance of PPL common stock on May 1, 2014 to settle the 2011 Purchase Contracts.

For the periods ended June 30, PPL issued common stock related to stock-based compensation plans, ESOP and DRIP as follows (in thousands):

	Three Months		Six Months	
	2014	2013	2014	2013
Stock-based compensation plans (a)	922	938	2,018	1,384
ESOP				275
DRIP				549

(a) Includes stock options exercised, vesting of restricted stock and restricted stock units and conversion of stock units granted to directors.

For the periods ended June 30, the following shares (in thousands) were excluded from the computations of diluted EPS because the effect would have been antidilutive.

	Three Months		Six Months	
	2014	2013	2014	2013
Stock options	790	2,192	2,060	5,486
Performance units	1	5	1	108
Restricted stock units			61	58

## 5. Income Taxes

Reconciliations of income taxes for the periods ended June 30 are:

(PPL)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income from Continuing Operations Before				
Income Taxes at statutory tax rate - 35%	\$ 132	\$ 180	\$ 282	\$ 377
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	(7)	14	(5)	17
State valuation allowance adjustments (a)	46		46	
Impact of lower U.K. income tax rates	(31)	(25)	(76)	(63)
U.S. income tax on foreign earnings - net of foreign tax credit (b)	10	(7)	21	(5)
Federal and state tax reserve adjustments (c)		(39)		(40)
Federal income tax credits	(1)	(2)	(2)	(5)
Amortization of investment tax credit	(1)	(2)	(3)	(5)
Depreciation not normalized	(2)	(1)	(4)	(4)
State deferred tax rate change	3		3	
Other		(9)	(1)	(12)

	Total increase (decrease)					
Total income taxes	\$	149	\$	109	\$	260

- (a) As a result of the spinoff announcement, PPL recorded deferred income tax expense during the three and six months ended June 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply. See Note 8 for additional information on the anticipated spinoff.
- (b) During the three and six months ended June 30, 2014, PPL recorded income tax expense primarily attributable to the expected taxable amount of cash repatriation in 2014.

During the three and six months ended June 30, 2013, PPL recorded a \$14 million increase to income tax expense primarily attributable to a revision in the expected taxable amount of cash repatriation in 2013 offset by a \$19 million income tax benefit associated with a ruling obtained from the IRS impacting the recalculation of 2010 U.K. earnings and profits that was reflected on amended 2010 U.S. tax returns.

- (c) In 1997, the U.K. imposed a Windfall Profits Tax (WPT) on privatized utilities, including WPD. PPL filed its tax returns for years subsequent to its 1997 and 1998 claims for refund on the basis that the U.K. WPT was creditable. In September 2010, the U.S. Tax Court (Tax Court) ruled in PPL's favor in a dispute with the IRS, concluding that the U.K. WPT is a creditable tax for U.S. tax purposes. In January 2011, the IRS appealed the Tax Court's decision to the U.S. Court of Appeals for the Third Circuit (Third Circuit). In December 2011, the Third Circuit issued its opinion reversing the Tax Court's decision, holding that the U.K. WPT is not a creditable tax. As a result of the Third Circuit's adverse determination, PPL recorded a \$39 million expense in 2011. In June 2012, the U.S. Court of Appeals for the Fifth Circuit issued a contrary opinion in an identical case involving another company. In July 2012, PPL filed a petition for a writ of certiorari seeking U.S. Supreme Court review of the Third Circuit's opinion. The Supreme Court granted PPL's petition and oral argument was held in February 2013. In May 2013, the Supreme Court reversed the Third Circuit's opinion and ruled that the WPT is a creditable tax. As a result of the Supreme Court ruling, PPL recorded a tax benefit of \$44 million during the three and six months ended June 30, 2013, of which \$19 million relates to interest.

## (PPL Energy Supply)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income (Loss) Before Income Taxes at statutory				
tax rate - 35%	\$ 4	\$ 54	\$ (37)	\$ 28
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit (a)	(9)	9	(18)	3
Federal and state tax reserve adjustments	1	7	1	6
Federal income tax credits			(1)	(3)
State deferred tax rate change	3		3	
Other	(2)	(3)		(2)
Total increase (decrease)	(7)	13	(15)	4
Total income taxes	\$ (3)	\$ 67	\$ (52)	\$ 32

(a) During the second quarter of 2014, PPL Energy Supply recorded a \$9 million credit to income tax expense, comprised of a \$4 million credit to income tax expense recorded in 2013 and a \$5 million credit related to an adjustment to the annual estimated effective income tax rate utilized to calculate income tax expense for the three months ended March 31, 2014. The adjustment to the annual estimated effective income tax rate had no impact on income tax expense for the six months ended June 30, 2014. The adjustment related to 2013 is not material to previously-issued financial statements and is not expected to be material to the full year results for 2014.

## (PPL Electric)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income Before Income Taxes at statutory				
tax rate - 35%	\$ 29	\$ 24	\$ 77	\$ 58
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	4	3	12	8
Federal and state tax reserve adjustments	(1)	(2)	(1)	(4)
Depreciation not normalized	(1)	(1)	(3)	(4)
Other			(1)	(1)
Total increase (decrease)	2		7	(1)
Total income taxes	\$ 31	\$ 24	\$ 84	\$ 57

## (LKE)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income from Continuing Operations Before				
Income Taxes at statutory tax rate - 35%	\$ 37	\$ 35	\$ 102	\$ 89
Increase (decrease) due to:				

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State income taxes, net of federal income tax benefit	4	3	10	8
Other		(1)	(2)	(3)
Total increase (decrease)	4	2	8	5
Total income taxes from continuing operations	\$ 41	\$ 37	\$ 110	\$ 94

(LG&E)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income Before Income Taxes at statutory tax rate - 35%	\$ 20	\$ 16	\$ 48	\$ 40
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	2	1	5	4
Other	(1)		(2)	(2)
Total increase (decrease)	1	1	3	2
Total income taxes	\$ 21	\$ 17	\$ 51	\$ 42

(KU)

	Three Months		Six Months	
	2014	2013	2014	2013
Federal income tax on Income Before Income Taxes at statutory tax rate - 35%	\$ 23	\$ 25	\$ 66	\$ 61
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	2	2	7	6
Other	1	(1)	(1)	(2)
Total increase (decrease)	3	1	6	4
Total income taxes	\$ 26	\$ 26	\$ 72	\$ 65

## 6. Utility Rate Regulation

(All Registrants except PPL Energy Supply)

The following table provides information about the regulatory assets and liabilities of cost-based rate-regulated utility operations.

	PPL		PPL Electric	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
<b>Current Regulatory Assets:</b>				
Environmental cost recovery	\$ 1	\$ 7		
Gas supply clause	20	10		
Fuel adjustment clause		2		
Demand side management	3	8		
Other	5	6	\$ 2	\$ 6
Total current regulatory assets	\$ 29	\$ 33	\$ 2	\$ 6
<b>Noncurrent Regulatory Assets:</b>				
Defined benefit plans	\$ 493	\$ 509	\$ 252	\$ 257
Taxes recoverable through future rates	312	306	312	306
Storm costs	135	147	49	53
Unamortized loss on debt	80	85	53	57
Interest rate swaps	51	44		
Accumulated cost of removal of utility plant	105	98	105	98
AROs	58	44		
Other	8	13		1
Total noncurrent regulatory assets	\$ 1,242	\$ 1,246	\$ 771	\$ 772
<b>Current Regulatory Liabilities:</b>				
Generation supply charge	\$ 30	\$ 23	\$ 30	\$ 23
Environmental cost recovery		1		



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Gas supply clause	2	3		
Transmission service charge	6	8	6	8
Fuel adjustment clause		4		
Transmission formula rate	32	20	32	20
Universal service rider		10		10
Storm damage expense	2	14	2	14
Gas line tracker	7	6		
Other	2	2	2	1
Total current regulatory liabilities	\$ 82	\$ 90	\$ 72	\$ 76
Noncurrent Regulatory Liabilities:				
Accumulated cost of removal of utility plant	\$ 694	\$ 688		
Coal contracts (a)	78	98		
Power purchase agreement - OVEC (a)	96	100		
Net deferred tax assets	28	30		
Act 129 compliance rider	12	15	\$ 12	\$ 15
Defined benefit plans	28	26		
Interest rate swaps	84	86		
Other	6	5		
Total noncurrent regulatory liabilities	\$ 1,026	\$ 1,048	\$ 12	\$ 15

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	LKE		LG&E		KU	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
<b>Current Regulatory Assets:</b>						
Environmental cost recovery	\$ 1	\$ 7	\$ 1	\$ 2		\$ 5
Gas supply clause	20	10	20	10		
Fuel adjustment clause		2		2		
Demand side management	3	8	2	3	\$ 1	5
Other	3		1		2	
<b>Total current regulatory assets</b>	<b>\$ 27</b>	<b>\$ 27</b>	<b>\$ 24</b>	<b>\$ 17</b>	<b>\$ 3</b>	<b>\$ 10</b>
<b>Noncurrent Regulatory Assets:</b>						
Defined benefit plans	\$ 241	\$ 252	\$ 162	\$ 164	\$ 79	\$ 88
Storm costs	86	94	47	51	39	43
Unamortized loss on debt	27	28	18	18	9	10
Interest rate swaps	51	44	51	44		
AROs	58	44	25	21	33	23
Other	8	12	3	5	5	7
<b>Total noncurrent regulatory assets</b>	<b>\$ 471</b>	<b>\$ 474</b>	<b>\$ 306</b>	<b>\$ 303</b>	<b>\$ 165</b>	<b>\$ 171</b>
<b>Current Regulatory Liabilities:</b>						
Environmental cost recovery	\$ 1				\$ 1	
Gas supply clause	2	\$ 3	\$ 2	\$ 3		
Fuel adjustment clause			4			\$ 4
Gas line tracker	7	6	7	6		
Other			1			1
<b>Total current regulatory liabilities</b>	<b>\$ 10</b>	<b>\$ 14</b>	<b>\$ 9</b>	<b>\$ 9</b>	<b>\$ 1</b>	<b>\$ 5</b>
<b>Noncurrent Regulatory Liabilities:</b>						
Accumulated cost of removal of utility plant	\$ 694	\$ 688	\$ 303	\$ 299	\$ 391	\$ 389
Coal contracts (a)	78	98	34	43	44	55
Power purchase agreement - OVEC (a)	96	100	66	69	30	31
Net deferred tax assets	28	30	25	26	3	4
Defined benefit plans	28	26			28	26
Interest rate swaps	84	86	42	43	42	43
Other	6	5	2	2	4	3
<b>Total noncurrent regulatory liabilities</b>	<b>\$ 1,014</b>	<b>\$ 1,033</b>	<b>\$ 472</b>	<b>\$ 482</b>	<b>\$ 542</b>	<b>\$ 551</b>

(a)

These liabilities were recorded as offsets to certain intangible assets that were recorded at fair value upon the acquisition of LKE by PPL.

#### Regulatory Matters

##### U. K. Activities (PPL)

##### Ofgem Review of Line Loss Calculation

In March 2014, Ofgem issued its final decision on the DPCR4 line loss incentives and penalties mechanism. As a result, during the first quarter of 2014 WPD increased its existing liability by \$65 million for over-recovery of line losses with a reduction to "Utility" revenues on the Statement of Income. The total recorded liability at June 30, 2014 was \$106 million, all of which will be refunded to customers from April 1, 2015 through March 31, 2019. The recorded liability at December 31, 2013 was \$74 million. Other activity impacting the liability included reductions in the liability that have been included in tariffs during the first half of 2014 and foreign exchange movements. In June 2014, WPD applied for judicial review of certain of Ofgem's decisions related to closing out the DPCR4 line loss mechanism. The primary relief sought is for Ofgem to reconsider the overall proportionality of penalties imposed on WPD. The entire process could last through the second quarter of 2015. PPL cannot predict the outcome of this matter.

##### Kentucky Activities (PPL, LKE, LG&E and KU)

##### CPCN Filings

In January 2014, LG&E and KU filed an application for a CPCN with the KPSC requesting approval to build a NGCC generating unit at KU's Green River generating site and a solar generating facility at the E. W. Brown generating site. In April 2014, LG&E and KU filed a motion to hold further proceedings in abeyance for up to 90 days in order to allow the companies to assess the potential impact of certain events on their future capacity needs, including the receipt of termination

notices to be generally effective in 2019 from certain KU municipal wholesale customers. In May 2014, the KPSC granted that request and scheduled an informal conference for August 2014. LG&E and KU continue to evaluate their future capacity requirements, with the possibility that reduced or delayed capacity needs may result in adjustments to the CPCN filing. See "Federal Matters - FERC Formula Rates" below for additional information relating to the municipal wholesale customers.

#### Pennsylvania Activities (PPL and PPL Electric)

##### Storm Damage Expense Rider

In its December 28, 2012 final rate case order, the PUC directed PPL Electric to file a proposed Storm Damage Expense Rider (SDER). In March 2013, PPL Electric filed its proposed SDER with the PUC and, as part of that filing, requested recovery of the 2012 qualifying storm costs related to Hurricane Sandy. PPL Electric proposed that the SDER become effective January 1, 2013 at a zero rate with qualifying storm costs incurred in 2013 and the 2012 Hurricane Sandy costs included in rates effective January 1, 2014. As of December 31, 2013, PPL Electric had a \$14 million regulatory liability balance for amounts expected to be refunded to customers for revenues collected to cover storm costs in excess of actual storm costs incurred during 2013. On April 3, 2014, the PUC issued a final order approving the SDER. The SDER will be effective January 1, 2015 and will initially include actual storm costs compared to collections from December 2013 through November 2014. As a result of the order, PPL Electric reduced its regulatory liability by \$12 million. Also, as part of the order, PPL Electric can recover Hurricane Sandy storm damage costs through the SDER over a three-year period beginning January 2015. On June 20, 2014, the Office of Consumer Advocate filed a petition for review of the April 2014 order with the Commonwealth Court of Pennsylvania. The case remains pending. See "Storm Costs" below for additional information on Hurricane Sandy costs.

##### Storm Costs

In February 2013, PPL Electric received an order from the PUC granting permission to defer qualifying costs in excess of insurance recoveries associated with Hurricane Sandy. At June 30, 2014 and December 31, 2013, \$29 million was included on the Balance Sheets as a regulatory asset.

##### Act 129

Act 129 requires Pennsylvania Electric Distribution Companies (EDCs) to meet specified goals for reduction in customer electricity usage and peak demand by specified dates. EDCs not meeting the requirements of Act 129 are subject to significant penalties.

Act 129 requires Default Service Providers (DSP) to provide electricity generation supply service to customers pursuant to a PUC-approved default service procurement plan through auctions, requests for proposal and bilateral contracts at the sole discretion of the DSP. Act 129 requires a mix of spot market purchases, short-term contracts and long-term contracts (4 to 20 years), with long-term contracts limited to 25% of load unless otherwise approved by the PUC. A DSP is able to recover the costs associated with its default service procurement plan.

In January 2013, the PUC approved PPL Electric's DSP procurement plan for the period June 1, 2013 through May 31, 2015. In April 2014, PPL Electric filed a new DSP procurement plan with the PUC for the period June 1, 2015 through May 31, 2017. Hearings before the PUC are scheduled for August 2014. PPL Electric cannot predict the outcome of this proceeding, which remains pending before the PUC.

##### Smart Meter Rider

Act 129 also requires installation of smart meters for new construction, upon the request of consumers and at their cost, or on a depreciation schedule not exceeding 15 years. Under Act 129, EDCs are able to recover the costs of providing smart metering technology. All of PPL Electric's metered customers currently have advanced meters installed at their service locations capable of many of the functions required under Act 129. PPL Electric conducted pilot projects and technical evaluations of its current advanced metering technology and concluded that the current technology does not meet all of the Act 129 requirements. PPL Electric recovered the cost of its evaluations through a cost recovery mechanism, the Smart Meter Rider (SMR). In August 2013, PPL Electric filed with the PUC an annual report describing the actions it was taking under its Smart Meter Plan during 2013 and its planned actions for 2014. PPL Electric also submitted revised SMR charges that became effective January 1, 2014. On June 30, 2014, PPL Electric filed its final Smart Meter Plan with the PUC. In that plan, PPL Electric proposes to replace all of its current meters with advanced meters that meet the Act 129 requirements. Full deployment of the new meters is expected to be complete by the end of 2019. The total cost of the project is estimated to be approximately \$450 million. PPL Electric proposes to recover these costs through the SMR which the PUC previously has approved for recovery of such costs. PPL Electric cannot predict the outcome of this proceeding.

### Distribution System Improvement Charge

Act 11 authorizes the PUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, the use of a DSIC. Such alternative ratemaking procedures and mechanisms provide opportunity for accelerated cost-recovery and, therefore, are important to PPL Electric as it begins a period of significant capital investment to maintain and enhance the reliability of its delivery system, including the replacement of aging distribution assets. In August 2012, the PUC issued a Final Implementation Order adopting procedures, guidelines and a model tariff for the implementation of Act 11. Act 11 requires utilities to file an LTIP as a prerequisite to filing for recovery through the DSIC. The LTIP is mandated to be a five- to ten-year plan describing projects eligible for inclusion in the DSIC.

In September 2012, PPL Electric filed its LTIP describing projects eligible for inclusion in the DSIC and in an order entered on May 23, 2013, the PUC approved PPL Electric's proposed DSIC with an initial rate effective July 1, 2013, subject to refund after hearings. The PUC also assigned four technical recovery calculation issues to the Office of Administrative Law Judge for hearing and preparation of a recommended decision. The case remains pending before the PUC.

### Federal Matters

#### FERC Formula Rates (PPL and PPL Electric)

Transmission rates are regulated by the FERC. PPL Electric's transmission revenues are billed in accordance with a FERC-approved PJM open access transmission tariff that utilizes a formula-based rate recovery mechanism. The formula rate is calculated, in part, based on financial results as reported in PPL Electric's annual FERC Form 1 filed under the FERC's Uniform System of Accounts.

PPL Electric initiated its formula rate 2012, 2011 and 2010 Annual Updates. Each update was subsequently challenged by a group of municipal customers, whose challenges were opposed by PPL Electric. Between 2011 and 2013, numerous hearings before the FERC and settlement conferences were convened in an attempt to resolve these matters. Beginning in the second half of 2013, PPL Electric and the group of municipal customers exchanged confidential settlement proposals. PPL and PPL Electric cannot predict the outcome of the foregoing proceedings, which remain pending before the FERC.

#### FERC Wholesale Formula Rates (LKE and KU)

In September 2013, KU filed an application with the FERC to adjust the formula rate under which KU provides wholesale requirements power sales to 12 municipal customers. Among other changes, the application requests an amended formula whereby KU would charge cost-based rates with a subsequent true-up to actual costs, replacing the current formula which does not include a true-up. KU's application proposed an authorized return on equity of 10.7%. Certain elements, including the new formula rate, became effective April 23, 2014 subject to refund. In April 2014, nine municipalities submitted notices of termination, under the original notice period provisions, to cease taking power under the wholesale requirements contracts, such terminations to be effective in 2019, except in the case of one municipality with a 2017 effective date. In July 2014, KU agreed on settlement terms with the two municipal customers that did not provide termination notices and filed the settlement proposal with the FERC for its approval. If approved, the settlement agreement will resolve the rate case with respect to these two municipalities, including an authorized return on equity of 10% or the return on equity awarded to other parties in this case, whichever is lower. Also in July 2014, KU made a contractually required filing with the FERC that addressed certain rate recovery matters affecting the nine terminating municipalities during the remaining term of their contracts. KU cannot

currently predict the outcome of its FERC applications regarding its wholesale power agreements with the municipalities.

## 7. Financing Activities

### Credit Arrangements and Short-term Debt

(All Registrants)

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. For reporting purposes, on a consolidated basis, the credit facilities and commercial paper programs of PPL Energy Supply, PPL Electric, LKE, LG&E and KU also apply to PPL and the credit facilities and commercial paper programs of LG&E and KU also apply to LKE. The amounts borrowed below are recorded as "Short-term debt" on the Balance Sheets. The following credit facilities were in place at:

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	Expiration Date	June 30, 2014				December 31, 2013			
		Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity	
<b>PPL U.K.</b>									
PPL WW Syndicated Credit Facility									
	Dec. 2016	£ 210	£ 97		£ 113	£ 103			
WPD (South West) Syndicated Credit Facility (c)									
	Jan. 2017	245			245				
WPD (East Midlands) Syndicated Credit Facility (c)									
	Apr. 2016	300			300				
WPD (West Midlands) Syndicated Credit Facility (c)									
	Apr. 2016	300			300				
Uncommitted Credit Facilities									
		105		£ 5	100		£ 5		
Total U.K. Credit Facilities (a)									
		£ 1,160	£ 97	£ 5	£ 1,058	£ 103	£ 5		
<b>U.S.</b>									
PPL Capital Funding									
	Nov. 2018	\$ 300			\$ 300	\$ 270			
	Mar. 2015	150		\$ 11	139				
Total PPL Capital Funding Credit Facilities									
		\$ 450		\$ 11	\$ 439	\$ 270			
PPL Energy Supply									
	Nov. 2017	\$ 3,000	\$ 175	\$ 264	\$ 2,561		\$ 29		
	Mar. 2015	150		143	7		138		
Uncommitted Credit Facilities (c)									
		175		77	98		77		
Total PPL Energy Supply Credit Facilities									
		\$ 3,325	\$ 175	\$ 484	\$ 2,666		\$ 244		
PPL Electric									
	Oct. 2017	\$ 300		\$ 1	\$ 299		\$ 21		
<b>LKE</b>									



Syndicated Credit Facility (b)	Oct. 2018	\$ 75	\$ 75		\$ 75
<b>LG&amp;E</b>					
Syndicated Credit Facility (c)	Nov. 2017	\$ 500	\$ 70	\$ 430	\$ 20
<b>KU</b>					
Syndicated Credit Facility (c)	Nov. 2017	\$ 400	\$ 175	\$ 225	\$ 150
Letter of Credit Facility	May 2016	198	198		198
<b>Total KU Credit Facilities</b>		<b>\$ 598</b>	<b>\$ 373</b>	<b>\$ 225</b>	<b>\$ 348</b>

- (a) PPL WW's amounts borrowed at June 30, 2014 and December 31, 2013 were USD-denominated borrowings of \$164 million and \$166 million, which bore interest at 1.85% and 1.87%. At June 30, 2014, the unused capacity under the U.K. credit facilities was \$1.8 billion.
- (b) At June 30, 2014, interest rates on outstanding borrowings were 2.04% for PPL Energy Supply and 1.65% for LKE. At December 31, 2013, interest rates on outstanding borrowings were 1.79% for PPL Capital Funding and 1.67% for LKE.
- (c) In July 2014, the expiration dates for the WPD (South West), WPD (East Midlands), WPD (West Midlands), LG&E and KU syndicated credit facilities were extended to July 2019 and the PPL Electric syndicated credit facility was extended to October 2018. Also, in July 2014, PPL Energy Supply extended the expiration date for its uncommitted credit facility to July 2015.

In July 2014, PPL Capital Funding entered into an additional \$300 million credit facility expiring in July 2019. The credit agreement allows for borrowings at market-based rates plus a spread, which is based upon PPL Capital Funding's senior unsecured long-term debt rating. In addition, PPL Capital Funding may request certain lenders under the credit agreement to issue letters of credit, which issuances reduce available borrowing capacity. PPL Capital Funding intends to use this credit facility for general corporate purposes of PPL and its affiliates, including for making investments in or loans to affiliates to support infrastructure investments by PPL's operating companies. PPL Capital Funding will pay customary commitment and letter of credit issuance fees under the credit agreement.

The credit agreement contains a financial covenant requiring PPL Capital Funding's debt to total capitalization not to exceed 70% (as calculated pursuant to the credit agreement), and other customary covenants. Failure to meet the covenants beyond applicable grace periods and certain other events, including the occurrence of a Change of Control (as defined in the credit agreement), could result in acceleration of due dates of any borrowings, cash collateralization of outstanding letters of credit and/or termination of the credit agreement. The credit agreement also contains certain customary representations and warranties that must be made and certain other conditions that must be met for PPL Capital Funding to borrow or to cause the issuing lender to issue letters of credit.

PPL Energy Supply, PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs, as necessary. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's Syndicated Credit Facility. The following commercial paper programs were in place at:

	Weighted - Average Interest Rate	June 30, 2014			December 31, 2013	
		Capacity	Commercial Paper Issuances	Unused Capacity	Weighted - Average Interest Rate	Commercial Paper Issuances
PPL Energy Supply	0.75%	\$ 750	\$ 149	\$ 601		
PPL Electric		300		300	0.23%	\$ 20
LG&E	0.29%	350	70	280	0.29%	20
KU	0.29%	350	175	175	0.32%	150
Total		\$ 1,750	\$ 394	\$ 1,356		\$ 190

(PPL and PPL Energy Supply)

PPL Energy Supply maintains a \$500 million Facility Agreement expiring June 2017, which provides PPL Energy Supply the ability to request up to \$500 million of committed letter of credit capacity at fees to be agreed upon at the time of each request, based on certain market conditions. At June 30, 2014, PPL Energy Supply had not requested any capacity for the issuance of letters of credit under this arrangement.

PPL Energy Supply, PPL EnergyPlus, PPL Montour and PPL Brunner Island maintain an \$800 million secured energy marketing and trading facility, whereby PPL EnergyPlus will receive credit to be applied to satisfy collateral posting obligations related to its energy marketing and trading activities with counterparties participating in the facility. The credit amount is guaranteed by PPL Energy Supply, PPL Montour and PPL Brunner Island. PPL Montour and PPL Brunner Island have granted liens on their respective generating facilities to secure any amount they may owe under their guarantees. The facility expires in November 2018, but is subject to automatic one-year renewals under certain conditions. There were \$41 million of secured obligations outstanding under this facility at June 30, 2014.

(PPL Electric and LKE)

See Note 11 for discussion of intercompany borrowings.

#### Long-term Debt and Equity Securities

(PPL)

In March 2014, PPL Capital Funding remarketed \$978 million of 4.32% Junior Subordinated Notes due 2019 that were originally issued in April 2011 as a component of PPL's 2011 Equity Units. In connection with the remarketing, PPL Capital Funding retired \$228 million of the 4.32% Junior Subordinated Notes due 2019 and issued \$350 million of 2.189% Junior Subordinated Notes due 2017 and \$400 million of 3.184% Junior Subordinated Notes due 2019. Simultaneously, the newly issued Junior Subordinated Notes were exchanged for \$350 million of 3.95% Senior Notes due 2024 and \$400 million of 5.00% Senior Notes due 2044. The transaction was accounted for as a debt extinguishment, resulting in a \$(9) million gain (loss) on extinguishment of the Junior Subordinated Notes, recorded to "Interest Expense" on the Statement of Income. Except for the \$228 million retirement of the 4.32% Junior

Subordinated Notes and fees related to the transactions, the activity was non-cash and was excluded from the Statement of Cash Flows for the six months ended June 30, 2014. In May 2014, PPL issued 31.7 million shares of common stock at \$30.86 per share to settle the 2011 Purchase Contracts. PPL received net cash proceeds of \$978 million, which were used to repay short-term debt and for general corporate purposes.

(PPL and PPL Electric)

In June 2014, PPL Electric issued \$300 million of 4.125% First Mortgage Bonds due 2044. PPL Electric received proceeds of \$294 million, net of a discount and underwriting fees, which will be used for capital expenditures, to repay short-term debt and for general corporate purposes.

## Distributions (PPL)

In May 2014, PPL declared its quarterly common stock dividend, payable July 1, 2014, at 37.25 cents per share (equivalent to \$1.49 per annum). Future dividends, declared at the discretion of the Board of Directors, will be dependent upon future earnings, cash flows, financial and legal requirements and other factors.

## 8. Acquisitions, Development and Divestitures

### (All Registrants)

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with the projects, sell, cancel or expand them, execute tolling agreements or pursue other options. Any resulting transactions may impact future financial results. See Note 8 in the 2013 Form 10-K for additional information.

### Divestitures

#### Anticipated Spinoff of PPL Energy Supply

##### (PPL and PPL Energy Supply)

In June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded, independent power producer named Talen Energy. Under the terms of the agreements, at closing, PPL will spin off PPL Energy Supply to PPL shareowners and simultaneously combine that business with RJS Power. Upon closing, PPL shareowners will own 65% of Talen Energy and affiliates of Riverstone will own 35%. PPL will have no continuing ownership interest in, control of, or affiliation with Talen Energy and PPL's shareowners will receive a number of Talen Energy shares at closing based on the number of PPL shares owned as of the spinoff record date. The spinoff will have no effect on the number of PPL common shares owned by PPL shareowners or the number of shares of PPL common stock outstanding. The transaction is intended to be tax-free to PPL and its shareowners for U.S. federal income tax purposes and is subject to customary closing conditions, including receipt of certain regulatory approvals by the NRC, the FERC, the DOJ and the PUC. In addition, there must be available, subject to certain conditions, at least \$1 billion of undrawn capacity after excluding any letters of credit or other credit support measures posted in connection with energy marketing and trading transactions then outstanding, under a Talen Energy (or its subsidiaries) revolving credit or similar facility. The transaction is expected to close in the first or second quarter of 2015.

##### (PPL, PPL Energy Supply and PPL Electric)

Following the announcement of the transaction to form Talen Energy, efforts have been initiated to identify the appropriate staffing for Talen Energy and for PPL and its subsidiaries following completion of the spinoff. Organizational plans are expected to be completed by the end of 2014. As a result, charges for employee separation and related costs are anticipated to be recorded in future periods. The separation costs to be incurred include cash severance compensation, lump sum COBRA reimbursement payments, accelerated stock-based compensation vesting, pro-rated performance-based cash incentive and stock-based compensation awards and outplacement services. At present, there is considerable uncertainty as to the range of costs that will be incurred and when those costs will be recognized, as the amount of each category of costs will depend on the number of employees leaving the company, current position and compensation level, years of service and expected separation date. Additionally, certain of these costs are expected to be reimbursed to PPL by Talen Energy upon closing of the

transaction. As a result, a range of the separation costs associated with the spinoff transaction and the timing of when those costs will be recognized cannot be reasonably estimated at this time but could be material.

(PPL)

As a result of the spinoff announcement, PPL recorded \$46 million of deferred income tax expense during the three and six months ended June 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.

In addition, PPL recorded \$16 million of third-party costs during the three and six months ended June 30, 2014 related to this transaction in "Other Income (Expense) - net" on the Statement of Income, primarily for investment bank advisory, legal, consulting and accounting fees. PPL cannot currently estimate a range of total third-party costs that will ultimately be incurred; however, additional costs of at least \$26 million will be recognized upon closing of the transaction.

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The assets and liabilities of PPL Energy Supply will continue to be classified as "held and used" on PPL's Balance Sheet until the closing of the transaction. The spinoff announcement was evaluated and determined not to be an event or a change in circumstance that required a recoverability test or a goodwill impairment assessment. However, an impairment loss could be recognized by PPL at the spinoff date if the aggregate carrying amount of PPL Energy Supply's assets and liabilities exceeds its aggregate fair value at that date. PPL cannot currently predict whether an impairment loss will be recorded at the spinoff date.

(PPL Energy Supply)

PPL Energy Supply will treat the combination with RJS Power as an acquisition, as PPL Energy Supply will be considered the accounting acquirer in accordance with business combination accounting guidance.

Montana Hydro Sale Agreement (PPL and PPL Energy Supply)

In September 2013, PPL Montana executed a definitive agreement to sell to NorthWestern its hydroelectric generating facilities located in Montana (with a generation capacity of 633 MW) for \$900 million in cash, subject to certain adjustments. The sale, which is not expected to close before the fourth quarter of 2014, includes 11 hydroelectric power facilities and related assets. In April 2014, the DOJ and Federal Trade Commission granted early termination of PPL Montana's and NorthWestern's notifications under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The sale remains subject to closing conditions, including receipt of regulatory approvals by the FERC and the MPSC and certain third-party consents. Due to the uncertainties related to certain of these conditions as of June 30, 2014, the sale did not meet the applicable accounting criteria for the assets and liabilities included in the transaction to be classified as held for sale on the balance sheet.

Development

Hydroelectric Expansion Projects (PPL and PPL Energy Supply)

In January 2014, the U.S. Department of Treasury awarded \$56 million for Specified Energy Property in Lieu of Tax Credits for the Rainbow hydroelectric redevelopment project in Great Falls, Montana. PPL Energy Supply accepted and accounted for the receipt of the grant in the first quarter of 2014. PPL Energy Supply is required to recapture \$60 million of investment tax credits previously recorded related to the Rainbow project as a result of the grant receipt. The impact on the financial statements for the grant receipt and recapture of investment tax credits was not significant for the three and six months ended June 30, 2014, and will not be significant in future periods.

In July 2014, the U.S. Department of Treasury awarded \$108 million for Specified Energy Property in Lieu of Tax Credits for the Holtwood hydroelectric project in Holtwood, Pennsylvania. PPL Energy Supply accepted and will account for the receipt of the grant in the third quarter of 2014. PPL Energy Supply is required to recapture \$117 million of investment tax credits previously recorded related to the Holtwood project as a result of the grant receipt. The impact on the financial statements for the grant receipt and recapture of investment tax credits is not expected to be significant in 2014 or future periods.

Future Capacity Needs (PPL, LKE, LG&E and KU)

Construction activity continues on the previously announced NGCC unit, Cane Run Unit 7, scheduled to be operational in May 2015. In October 2013, LG&E and KU announced plans to build a second NGCC unit, Green River Unit 5, at KU's Green River generating site. Subject to finalizing details, regulatory applications, permitting and construction schedules, the facility would have approximately 700 MW of capacity and cost \$700 million and was originally planned to be operational in 2018. At the same time, LG&E and KU also announced plans for a 10 MW

solar generation facility to be operational in 2016 and to cost approximately \$36 million. As a result of developing uncertainty as to the need for the new capacity, in April 2014 LG&E and KU asked the KPSC to hold the related CPCN case in abeyance for 90 days. In May 2014, the KPSC granted that request and scheduled an informal conference for August 2014. LG&E and KU continue to evaluate their future capacity requirements, with the possibility that reduced or delayed capacity needs may result in adjustments to the timing of previously estimated capacity construction.

## 9. Defined Benefits

(PPL, PPL Energy Supply and PPL Electric)

Effective July 1, 2014, PPL's primary defined benefit pension plan and postretirement medical plan were closed to newly hired IBEW Local 1600 employees. As such, the majority of PPL's defined benefit pension plans are now closed to newly hired employees.

(All Registrants except PPL Electric and KU)

Certain net periodic defined benefit costs are applied to accounts that are further distributed between capital and expense, including certain costs allocated to applicable subsidiaries for plans sponsored by PPL Services and LKE. Following are the net periodic defined benefit costs (credits) of the plans sponsored by PPL, PPL Energy Supply, LKE and LG&E for the periods ended June 30:

	Pension Benefits							
	Three Months				Six Months			
	U.S.		U.K.		U.S.		U.K.	
	2014	2013	2014	2013	2014	2013	2014	2013
<b>PPL</b>								
Service cost	\$ 25	\$ 32	\$ 18	\$ 16	\$ 51	\$ 63	\$ 36	\$ 34
Interest cost	58	53	90	78	117	107	178	159
Expected return on plan assets	(75)	(73)	(132)	(113)	(149)	(147)	(262)	(231)
Amortization of:								
Prior service cost	5	5			10	11		
Actuarial (gain) loss	8	20	33	37	15	40	66	75
<b>Net periodic defined benefit costs (credits) prior to termination benefits</b>	21	37	9	18	44	74	18	37
Termination benefits (a)	20				20			
<b>Net periodic defined benefit costs (credits)</b>	\$ 41	\$ 37	\$ 9	\$ 18	\$ 64	\$ 74	\$ 18	\$ 37

	Pension Benefits			
	Three Months		Six Months	
	2014	2013	2014	2013
<b>PPL Energy Supply</b>				
Service cost	\$ 2	\$ 2	\$ 3	\$ 4
Interest cost	2	2	4	4
Expected return on plan assets	(3)	(2)	(5)	(5)
Amortization of:				
Actuarial (gain) loss	1		1	1



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Net periodic defined benefit costs (credits)	\$	2	\$	2	\$	3	\$	4
<b>LKE</b>								
Service cost	\$	5	\$	6	\$	11	\$	13
Interest cost		16		15		33		31
Expected return on plan assets		(21)		(20)		(41)		(41)
Amortization of:								
Prior service cost		1		1		2		2
Actuarial (gain) loss		3		9		6		17
Net periodic defined benefit costs (credits)	\$	4	\$	11	\$	11	\$	22
<b>LG&amp;E</b>								
Service cost	\$	1			\$	1	\$	1
Interest cost		3	\$	4		7		7
Expected return on plan assets		(5)		(5)		(10)		(10)
Amortization of:								
Prior service cost						1		1
Actuarial (gain) loss		2		4		3		7
Net periodic defined benefit costs (credits)	\$	1	\$	3	\$	2	\$	6

(a) See Note 10 for details of a one-time voluntary retirement window offered to certain bargaining unit employees.

	Other Postretirement Benefits			
	Three Months		Six Months	
	2014	2013	2014	2013
<b>PPL</b>				
Service cost	\$ 3	\$ 3	\$ 6	\$ 7
Interest cost	8	7	16	14
Expected return on plan assets	(7)	(6)	(13)	(12)
Amortization of:				
Actuarial (gain) loss		2		3
Net periodic defined benefit costs (credits)	\$ 4	\$ 6	\$ 9	\$ 12
<b>LKE</b>				
Service cost	\$ 1	\$ 1	\$ 2	\$ 2
Interest cost	3	2	5	4
Expected return on plan assets	(2)	(1)	(3)	(2)
Amortization of:				
Prior service cost			1	1
Net periodic defined benefit costs (credits)	\$ 2	\$ 2	\$ 5	\$ 5

(All Registrants except PPL)

In addition to the specific plans they sponsor, PPL Energy Supply subsidiaries are also allocated costs of defined benefit plans sponsored by PPL Services, and LG&E is allocated costs of defined benefit plans sponsored by LKE based on their participation in those plans, which management believes are reasonable. PPL Electric and KU do not directly sponsor any defined benefit plans. PPL Electric is allocated costs of defined benefit plans sponsored by PPL Services and KU is allocated costs of defined benefit plans sponsored by LKE based on their participation in those plans, which management believes are reasonable. For the periods ended June 30, PPL Services allocated the following net periodic defined benefit costs to PPL Energy Supply subsidiaries and PPL Electric, and LKE allocated the following net periodic defined benefit costs to LG&E and KU.

	Three Months		Six Months	
	2014	2013	2014	2013
PPL Energy Supply (a)	\$ 23	\$ 12	\$ 30	\$ 23
PPL Electric (a)	10	9	15	18
LG&E	2	3	4	6
KU	1	5	4	9

(a) The three and six months ended June 30, 2014 include \$16 million and \$4 million of termination benefits for PPL Energy Supply and PPL Electric related to a one-time voluntary retirement window offered to certain bargaining unit employees. See Note 10 for additional information.

## 10. Commitments and Contingencies

### Energy Purchase Commitments

(PPL Electric)

See Note 11 for information on the power supply agreements between PPL EnergyPlus and PPL Electric.

#### Legal Matters

(All Registrants)

PPL and its subsidiaries are involved in legal proceedings, claims and litigation in the ordinary course of business. PPL and its subsidiaries cannot predict the outcome of such matters, or whether such matters may result in material liabilities, unless otherwise noted.

#### WKE Indemnification (PPL and LKE)

See footnote (h) to the table in "Guarantees and Other Assurances" below for information on an LKE indemnity relating to its former WKE lease, including related legal proceedings.

(PPL and PPL Energy Supply)

#### Sierra Club Litigation

On March 6, 2013, the Sierra Club and the MEIC filed a complaint in the U.S. District Court, District of Montana, Billings Division against PPL Montana and the other Colstrip Steam Electric Station (Colstrip) co-owners: Avista Corporation, Puget Sound Energy, Portland General Electric Company, Northwestern Energy and Pacific Corp. PPL Montana operates Colstrip on behalf of the co-owners. The suit alleges certain violations of the Clean Air Act, including New Source Review, Title V and opacity requirements and listed 39 separate claims for relief. The complaint requests injunctive relief and civil penalties on average of \$36,000 per day per violation, including a request that the owners remediate environmental damage and that \$100,000 of the civil penalties be used for beneficial mitigation projects.

On July 27, 2013, the Sierra Club and MEIC filed an additional Notice, identifying additional plant projects that are alleged not to be in compliance with the Clean Air Act. In September 2013, the plaintiffs filed an amended complaint. This amended complaint drops all claims regarding pre-2001 plant projects, as well as the plaintiffs' Title V and opacity claims. It does, however, add claims with respect to a number of post-2000 plant projects, which effectively increased the number of projects subject to the litigation by about 40. PPL Montana and the other Colstrip owners filed a motion to dismiss the amended complaint in October 2013. On May 22, 2014, the court dismissed the plaintiffs' independent Best Available Control Technology claims and their Prevention of Significant Deterioration (PSD) claims for three projects, but denied the owners' motion to dismiss the plaintiffs' other PSD claims on statute of limitation grounds. In April 2014, trial as to liability in this matter was re-scheduled to June 2015. A trial date with respect to remedies, if there is a finding of liability, has not been scheduled. PPL Montana believes it and the other co-owners have numerous defenses to the allegations set forth in this complaint and will vigorously assert the same. PPL Montana cannot predict the ultimate outcome of this matter at this time.

(PPL, LKE and LG&E)

#### Cane Run Environmental Claims

On December 16, 2013, six residents, on behalf of themselves and others similarly situated, filed a class action complaint against LG&E and PPL in the U.S. District Court for the Western District of Kentucky for alleged violations of the Clean Air Act and RCRA. In addition, these plaintiffs assert common law claims of nuisance, trespass and negligence. These plaintiffs seek injunctive relief and civil penalties, plus costs and attorney fees, for the alleged statutory violations. Under the common law claims, these plaintiffs seek monetary compensation and punitive damages for property damage and diminished property values for a class consisting of residents within four miles of the plant. In their individual capacities, these plaintiffs seek compensation for alleged adverse health effects. In response to a motion to dismiss filed by PPL and LG&E, on July 17, 2014 the court dismissed the plaintiffs' RCRA claims and all but one of its Clean Air Act claims, but declined to dismiss their common law tort claims. PPL, LKE and LG&E cannot predict the outcome of this matter or the potential impact on operations of the Cane Run plant. LG&E has previously announced that it anticipates retiring the coal-fired units at Cane Run before the end of 2015.

#### Mill Creek Environmental Claims

On May 28, 2014, the Sierra Club filed a citizen suit against LG&E in the U.S. District Court for the Western District of Kentucky for alleged violations of the Clean Water Act. The Sierra Club alleges that various discharges at the Mill Creek plant constitute violations of the plant's water discharge permit. The Sierra Club seeks civil penalties, injunctive relief, plus costs and attorney's fees. PPL, LKE and LG&E cannot predict the outcome of this matter or the

potential impact on the operations of the Mill Creek plant but believe the plant is operating in compliance with the permits.

Regulatory Issues

(All Registrants except PPL Energy Supply)

See Note 6 for information on regulatory matters related to utility rate regulation.

(PPL, PPL Energy Supply and PPL Electric)

#### New Jersey Capacity Legislation

In January 2011, New Jersey enacted a law that intervenes in the wholesale capacity market exclusively regulated by the FERC (the Act). To create incentives for the development of new, in-state electricity generation facilities, the Act implements a long-term capacity agreement pilot program (LCAPP). The Act requires New Jersey utilities to pay a guaranteed fixed price for wholesale capacity, imposed by the New Jersey Board of Public Utilities (BPU), to certain new generators participating in PJM, with the ultimate costs of that guarantee to be borne by New Jersey ratepayers. PPL believes the intent and effect of the LCAPP is to encourage the construction of new generation in New Jersey even when, under the FERC-approved PJM economic model, such new generation would not be economic. The Act could depress capacity prices in PJM in the short term, impacting PPL Energy Supply's revenues, and harm the long-term ability of the PJM capacity market to encourage necessary generation investment throughout PJM.

In February 2011, PPL and several other generating companies and utilities filed a complaint in U.S. District Court in New Jersey challenging the Act on the grounds that it violates well-established principles under the Supremacy and Commerce clauses of the U.S. Constitution and requesting declaratory and injunctive relief barring implementation of the Act by the BPU Commissioners. In October 2013, the U.S. District Court in New Jersey issued a decision finding the Act unconstitutional under the Supremacy Clause on the grounds that it infringes upon the FERC's exclusive authority to regulate the wholesale sale of electricity in interstate commerce. The decision has been appealed to the U.S. Court of Appeals for the Third Circuit by CPV Power Development, Inc., Hess Newark, LLC and the State of New Jersey and oral argument was held on March 27, 2014. PPL, PPL Energy Supply and PPL Electric cannot predict the outcome of this proceeding or the economic impact on their businesses or operations, or the markets in which they transact business.

#### Maryland Capacity Order

In April 2012, the Maryland Public Service Commission (MD PSC) ordered three electric utilities in Maryland to enter into long-term contracts to support the construction of new electricity generating facilities in Maryland, specifically a 661 MW natural gas-fired combined-cycle generating facility to be owned by CPV Maryland, LLC. PPL believes the intent and effect of the action by the MD PSC is to encourage the construction of new generation in Maryland even when, under the FERC-approved PJM economic model, such new generation would not be economic. The MD PSC action could depress capacity prices in PJM in the short term, impacting PPL Energy Supply's revenues, and harm the long-term ability of the PJM capacity market to encourage necessary generation investment throughout PJM.

In April 2012, PPL and several other generating companies filed a complaint in U.S. District Court in Maryland (District Court) challenging the MD PSC order on the grounds that it violates well-established principles under the Supremacy and Commerce clauses of the U.S. Constitution, and requested declaratory and injunctive relief barring implementation of the order by the MD PSC Commissioners. In September 2013, the District Court issued a decision finding the MD PSC order unconstitutional under the Supremacy Clause on the grounds that it infringes upon the FERC's exclusive authority to regulate the wholesale sale of electricity in interstate commerce. The decision was appealed to the U.S. Court of Appeals for the Fourth Circuit (Fourth Circuit) by CPV Power Development, Inc. and the State of Maryland. In June 2014, the Fourth Circuit affirmed the District Court's opinion and subsequently denied the appellants' motion for rehearing.

Pacific Northwest Markets (PPL and PPL Energy Supply)

Through its subsidiaries, PPL Energy Supply made spot market bilateral sales of power in the Pacific Northwest during the period from December 2000 through June 2001. Several parties subsequently claimed refunds at FERC as a result of these sales. In June 2003, the FERC terminated proceedings to consider whether to order refunds for spot market bilateral sales made in the Pacific Northwest, including sales made by PPL Montana, during the period December 2000 through June 2001. In August 2007, the U.S. Court of Appeals for the Ninth Circuit reversed the FERC's decision and ordered the FERC to consider additional evidence. In October 2011, the FERC initiated proceedings to consider additional evidence. In July 2012, PPL Montana and the City of Tacoma, one of the two parties claiming refunds at FERC, reached a settlement whereby PPL Montana paid \$75 thousand to resolve the City of Tacoma's \$23 million claim. The settlement does not resolve the remaining claim outstanding at June 30, 2014 by the City of Seattle for approximately \$50 million. Hearings before a FERC Administrative Law Judge (ALJ) regarding the City of Seattle's refund claims were completed in October 2013 and briefing was completed in January 2014. In March 2014, the ALJ issued an initial decision denying the City of Seattle's complaint against PPL Montana. The initial decision is pending review by the FERC.

Although PPL and its subsidiaries believe they have not engaged in any improper trading or marketing practices affecting the Pacific Northwest markets, PPL and PPL Energy Supply cannot predict the outcome of the above-described proceedings or

whether any subsidiaries will be the subject of any additional governmental investigations or named in other lawsuits or refund proceedings. Consequently, PPL and PPL Energy Supply cannot estimate a range of reasonably possible losses, if any, related to this matter.

(All Registrants)

#### FERC Market-Based Rate Authority

In 1998, the FERC authorized LG&E, KU and PPL EnergyPlus to make wholesale sales of electricity and related products at market-based rates. In those orders, the FERC directed LG&E, KU and PPL EnergyPlus, respectively, to file an updated market analysis within three years after the order, and every three years thereafter. Since then, periodic market-based rate filings with the FERC have been made by LG&E, KU, PPL EnergyPlus, PPL Electric, PPL Montana and most of PPL Generation's subsidiaries. In December 2013, PPL and these subsidiaries filed market-based rate updates for the Eastern and Western regions. In June 2014, the FERC accepted PPL and its subsidiaries' updated market power analysis finding that they qualify for continued market-based rate authority in the Western region, which acceptance became final in July 2014. The filings for the Eastern region remain pending before the FERC. The Registrants cannot predict the ultimate outcome of the update filings for the Eastern region at this time.

#### Electricity - Reliability Standards

The NERC is responsible for establishing and enforcing mandatory reliability standards (Reliability Standards) regarding the bulk power system. The FERC oversees this process and independently enforces the Reliability Standards.

The Reliability Standards have the force and effect of law and apply to certain users of the bulk power electricity system, including electric utility companies, generators and marketers. Under the Federal Power Act, the FERC may assess civil penalties of up to \$1 million per day, per violation, for certain violations.

LG&E, KU, PPL Electric and certain subsidiaries of PPL Energy Supply monitor their compliance with the Reliability Standards and continue to self-report potential violations of certain applicable reliability requirements and submit accompanying mitigation plans, as required. The resolution of a number of potential violations is pending. Any Regional Reliability Entity (including RFC or SERC) determination concerning the resolution of violations of the Reliability Standards remains subject to the approval of the NERC and the FERC.

In the course of implementing their programs to ensure compliance with the Reliability Standards by those PPL affiliates subject to the standards, certain other instances of potential non-compliance may be identified from time to time. The Registrants cannot predict the outcome of these matters, and cannot estimate a range of reasonably possible losses, if any.

As previously reported, in October 2012, the FERC initiated its consideration of proposed changes to Reliability Standards to address the impacts of geomagnetic disturbances on the reliable operation of the bulk-power system, which might, among other things, lead to a requirement to install equipment that blocks geomagnetically induced currents on implicated transformers. On May 16, 2013, FERC issued Order No. 779, requiring NERC to submit two types of Reliability Standards for FERC's approval. The first type would require certain owners and operators of the nation's electricity infrastructure, such as the Registrants, to develop and implement operational procedures to mitigate the effects of geomagnetic disturbances on the bulk-power system. This NERC-proposed standard was filed by NERC with FERC for approval in January 2014 and was approved on June 19, 2014. The second type is to require owners and operators of the bulk-power system to assess certain geomagnetic disturbance events and develop and



implement plans to protect the bulk-power system from those events and must be filed by NERC with FERC for approval by January 22, 2015. The Registrants may be required to make significant expenditures in new equipment or modifications to their facilities to comply with the new requirements. The Registrants are unable to predict the amount of any expenditures that may be required as a result of the adoption of any Reliability Standards for geomagnetic disturbances.

#### Environmental Matters - Domestic

(All Registrants)

Due to the environmental issues discussed below or other environmental matters, it may be necessary for the Registrants to modify, curtail, replace or cease operation of certain facilities or performance of certain operations to comply with statutes, regulations and other requirements of regulatory bodies or courts. In addition, legal challenges to new environmental permits or rules add to the uncertainty of estimating the future cost impact of these permits and rules.

LG&E and KU are entitled to recover, through the ECR mechanism, certain costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements which are applicable to coal combustion wastes and by-products from facilities that generate electricity from coal in accordance with approved compliance plans. Costs not covered by the ECR mechanism for LG&E and KU and all such costs for PPL Electric are subject to rate recovery before the companies' respective state regulatory authorities, or the FERC, if applicable. Because PPL Electric does not own any generating plants, its exposure to related environmental compliance costs is reduced. As PPL Energy Supply is not a rate-regulated entity, it cannot seek to recover environmental compliance costs through the mechanism of rate recovery. PPL, PPL Electric, LKE, LG&E and KU can provide no assurances as to the ultimate outcome of future environmental or rate proceedings before regulatory authorities.

(All Registrants except PPL Electric)

Air

CSAPR (formerly Clean Air Transport Rule) and CAIR

In July 2011, the EPA adopted the CSAPR. The CSAPR replaced the EPA's previous CAIR which was invalidated in July 2008 by the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit Court). CAIR subsequently was effectively reinstated by the D.C. Circuit Court in December 2008, pending finalization of the CSAPR. Like CAIR, CSAPR targeted sources in the eastern U.S. and would have required reductions in sulfur dioxide and nitrogen oxides in two phases (2012 and 2014).

In December 2011, the D.C. Circuit Court stayed implementation of the CSAPR and left CAIR in effect pending a final decision on the validity of the rule. In August 2012, the D.C. Circuit Court issued a ruling invalidating CSAPR, remanding the rule to the EPA for further action, and leaving CAIR in place during the interim. In April 2014, the U.S. Supreme Court reversed and remanded the D.C. Circuit Court's August 2012 decision, which may result in new or revised emission reduction requirements, including the possible replacement of the CAIR program with CSAPR, depending on future determinations by the EPA and the courts. On June 26, 2014, the DOJ filed a motion requesting the D.C. Circuit Court to lift the stay on CSAPR. The CAIR program remains in place. PPL, PPL Energy Supply, LKE, LG&E and KU cannot predict the outcome of further regulatory and legal proceedings.

The Kentucky fossil-fueled generating plants meet the CAIR sulfur dioxide emission requirements by utilizing sulfur dioxide allowances (including banked allowances) and optimizing existing controls. To meet the CAIR standards for nitrogen oxide under the CAIR, the Kentucky companies will need to buy allowances and/or make operational changes. LG&E and KU do not currently anticipate that the costs of meeting these reinstated CAIR standards will be significant.

PPL Energy Supply's Pennsylvania fossil-fueled generating plants meet the CAIR sulfur dioxide emission requirements with the existing scrubbers that were placed in service in 2008 and 2009. To meet the CAIR standards for nitrogen oxides, PPL Energy Supply will need to buy allowances and/or make operational changes, the costs of which are not anticipated to be significant.

National Ambient Air Quality Standards

In 2008, the EPA revised the National Ambient Air Quality Standard for ozone. As a result, states in the ozone transport region (OTR), including Pennsylvania, are required by the Clean Air Act to impose additional reductions in nitrogen oxide emissions based upon reasonably available control technologies. The PADEP has issued a draft rule requiring reasonable reductions. However, the proposal is being questioned as too lenient by the EPA, other OTR states and environmental groups. The PADEP may impose more stringent emission limits than those set forth in the

proposed rule which could have a significant impact on PPL Energy Supply's Pennsylvania coal plants. The EPA is expected to further tighten the ozone standard in the near term, which may require further nitrogen oxide controls, particularly within the OTR.

In December 2012, the EPA issued final rules that tighten the National Ambient Air Quality Standard for fine particulates. The rules were challenged by industry groups, and on May 9, 2014 the D.C. Circuit Court upheld them. Under the final rules, states and the EPA have until 2015 to identify non-attainment areas, and states have until 2020 to achieve attainment for those areas.

In 2010, the EPA finalized a new National Ambient Air Quality Standard for sulfur dioxide and required states to identify areas that meet those standards and areas that are in non-attainment. In July 2013, the EPA finalized non-attainment designations for parts of the country, including part of Yellowstone County in Montana (Billings area) and part of Jefferson County in Kentucky. Attainment must be achieved by 2018. States are working on designations for other areas. On

April 17, 2014 the EPA proposed timeframes for completing these designations. PPL, PPL Energy Supply, LKE, LG&E and KU anticipate that some of the measures required for compliance with the CAIR or CSAPR (as discussed above), or the MATS, or the Regional Haze requirements (as discussed below), such as upgraded or new sulfur dioxide scrubbers at certain plants and, in the case of LG&E and KU, the previously announced retirement of coal-fired generating units at the Cane Run, Green River and Tyrone plants, will help to achieve compliance with the new sulfur dioxide standard. If additional reductions were to be required, the financial impact could be significant. The short-term impact on the Corette plant from the EPA's final designation of part of Yellowstone County in Montana as non-attainment (as noted above) is not expected to be significant, as PPL Energy Supply previously announced its intent to place the plant in long-term reserve status beginning in April 2015.

Until final rules are promulgated, non-attainment designations are finalized and state compliance plans are developed, PPL, PPL Energy Supply, LKE, LG&E and KU cannot predict the ultimate outcome of the new National Ambient Air Quality standards for ozone, sulfur dioxide and particulate matter.

## MATS

In May 2011, the EPA published a proposed regulation requiring stringent reductions of mercury and other hazardous air pollutants from power plants. In February 2012, the EPA published the final rule, known as the MATS, with an effective date of April 2012. The rule, which was challenged by industry groups and states, was upheld by the D.C. Circuit Court in April 2014. On July 14, 2014, a coalition of 23 states filed a petition seeking Supreme Court review of this decision. The rule provides for a three-year compliance deadline with the potential for a one-year extension as provided under the statute. LG&E, KU and PPL Energy Supply have received compliance extensions for certain plants and are considering extension requests for additional plants.

At the time the MATS rule was proposed, LG&E and KU filed requests with the KPSC for environmental cost recovery based on their expected need to install environmental controls including chemical additive and fabric-filter baghouses to remove air pollutants. Recovery of the cost of certain controls was granted by the KPSC in December 2011. LG&E's and KU's anticipated retirement of certain coal-fired electricity generating units located at Cane Run and Green River is in response to MATS and other environmental regulations. LG&E and KU are continuing to assess whether any revisions of their approved compliance plans will be necessary.

With respect to PPL Energy Supply's Pennsylvania plants, PPL Energy Supply believes that installation of chemical additive systems may be necessary at certain coal-fired plants, the capital cost of which is not expected to be significant. PPL Energy Supply continues to analyze the potential impact of MATS on operating costs. With respect to PPL Energy Supply's Montana plants, modifications to the air pollution controls installed on Colstrip may be required, the cost of which is not expected to be significant. For the Corette plant, PPL Energy Supply announced in September 2012 its intention, beginning in April 2015, to place the plant in long-term reserve status, suspending the plant's operation due to expected market conditions and the costs to comply with the MATS requirements. The Corette plant was determined to be impaired in December 2013. See Note 18 in PPL's and PPL Energy Supply's 2013 Form 10-K for additional information.

PPL Energy Supply, LG&E and KU are continuing to conduct in-depth reviews of the MATS, including the potential implications to scrubber wastewater discharges. See the discussion of effluent limitations guidelines and standards below.

## Regional Haze and Visibility

The EPA's regional haze programs were developed under the Clean Air Act to eliminate man-made visibility degradation by 2064. Under the programs, states are required to make reasonable progress every decade, through the

application, among other things, of Best Available Retrofit Technology (BART) on power plants commissioned between 1962 and 1977.

The primary power plant emissions affecting visibility are sulfur dioxide, nitrogen oxides and particulates. To date, the focus of regional haze activity has been the western U.S. because the EPA had determined that the regional trading program in the eastern U.S. under the CSAPR satisfies BART requirements to reduce sulfur dioxide and nitrogen oxides. Although the D.C. Circuit Court's August 2012 decision to vacate and remand the CSAPR has been reversed by the U.S. Supreme Court, future decisions by the EPA and the courts will determine whether power plants located in the eastern U.S., including PPL's plants in Pennsylvania and Kentucky, will be subject to additional reductions in sulfur dioxide and nitrogen oxides as required by BART. In addition, LG&E's Mill Creek Units 3 and 4 are required to reduce sulfuric acid mist emissions because they were determined to have a significant regional haze impact. These reductions are required in the regional haze state implementation plan that the Kentucky Division for Air Quality submitted to the EPA. LG&E is currently installing sorbent injection technology to comply with these reductions, the costs of which are not expected to be significant.

In Montana, the EPA Region 8 developed the regional haze plan as the MDEQ declined to do so. The EPA finalized the Federal Implementation Plan (FIP) for Montana in September 2012. The final FIP assumed no additional controls for Corette or Colstrip Units 3 and 4, but proposed tighter limits for Corette and Colstrip Units 1 and 2. PPL Energy Supply expects to meet these tighter permit limits at Corette without any significant changes to operations, although other requirements have led to the planned suspension of operations at Corette beginning in April 2015 (see "MATS" discussion above). Under the final FIP, Colstrip Units 1 and 2 may require additional controls, including the possible installation of an SNCR and other technology, to meet more stringent nitrogen oxides and sulfur dioxide limits. The cost of these potential additional controls, if required, could be significant. Both PPL and environmental groups have appealed the final FIP to the U.S. Court of Appeals for the Ninth Circuit. Oral arguments were held on May 16, 2014.

#### New Source Review (NSR)

The EPA has continued its NSR enforcement efforts targeting coal-fired generating plants. The EPA has asserted that modification of these plants has increased their emissions and, consequently, that they are subject to stringent NSR requirements under the Clean Air Act. In April 2009, PPL received EPA information requests for its Montour and Brunner Island plants, but they have received no further communications from the EPA since providing their responses. In January 2009, PPL, PPL Energy Supply and other companies that own or operate the Keystone plant in Pennsylvania received a notice of violation from the EPA alleging that certain projects were undertaken without proper NSR compliance. In May and November 2012, PPL Montana received information requests from the EPA regarding projects undertaken during a Spring 2012 maintenance outage at Colstrip Unit 1. In September 2012, PPL Montana received an information request from the MDEQ regarding Colstrip Unit 1 and other projects. MDEQ formally suspended this request on June 6, 2014, in consideration of pending litigation. The EPA request remains an open matter. PPL and PPL Energy Supply cannot predict the outcome of these matters, and cannot estimate a range of reasonably possible losses, if any.

In August 2007, LG&E received information requests for the Mill Creek and Trimble County plants, and KU received requests for the Ghent plant, but they have received no further communications from the EPA since providing their responses. PPL, LKE, LG&E and KU cannot predict the outcome of these matters, and cannot estimate a range of reasonably possible losses, if any.

States and environmental groups also have commenced litigation alleging violations of the NSR regulations by coal-fired generating plants across the nation. See "Legal Matters" above for information on a lawsuit filed by environmental groups in March 2013 against PPL Montana and other owners of Colstrip.

If PPL subsidiaries are found to have violated NSR regulations by significantly increasing pollutants through a major plant modification, PPL, PPL Energy Supply, LKE, LG&E and KU would, among other things, be required to meet stringent permit limits reflecting Best Available Control Technology (BACT) for pollutants meeting the National Ambient Air Quality Standards (NAAQS) in the area and reflecting Lowest Achievable Emission Rates for pollutants not meeting the NAAQS in the area. The costs to meet such limits, including installation of technology at certain units, could be material.

#### TC2 Air Permit (PPL, LKE, LG&E and KU)

The Sierra Club and other environmental groups petitioned the Kentucky Environmental and Public Protection Cabinet to overturn the air permit issued for the TC2 baseload coal-fired generating unit, but the agency upheld the permit in an order issued in September 2007. In response to subsequent petitions by environmental groups, the EPA ordered certain non-material changes to the permit which, in January 2010, were incorporated into a final revised permit issued by the Kentucky Division for Air Quality. In March 2010, the environmental groups petitioned the EPA to object to the revised state permit. Until the EPA issues a final ruling on the pending petition and all available

appeals are exhausted, PPL, LKE, LG&E and KU cannot predict the outcome of this matter or the potential impact on plant operations, including increased capital costs, if any.

#### Climate Change

##### (All Registrants)

As a result of the April 2007 U.S. Supreme Court decision that the EPA has authority under the Clean Air Act to regulate GHG emissions from new motor vehicles, in April 2010, the EPA and the U.S. Department of Transportation issued new light-duty vehicle emissions standards that applied beginning with 2012 model year vehicles. The EPA also clarified that this standard, beginning in 2011, authorized regulation of GHG emissions from stationary sources under the NSR and Title V operating permit provisions of the Clean Air Act. The EPA's rules were challenged in court and on June 23, 2014 the U.S. Supreme Court ruled that the EPA has the authority to regulate GHG emissions under these provisions of the Clean Air Act but only for stationary sources that would otherwise have been subject to these provisions due to significant increases in

emissions of other pollutants. As a result, any new sources or major modifications to an existing GHG source causing a net significant increase in GHG emissions must comply with BACT permit limits for GHGs if it would otherwise be subject to BACT or lowest achievable emissions rate limits due to significant increases in other pollutants.

In June 2013, President Obama released his Climate Action Plan that reiterates the goal of reducing greenhouse gas emissions in the U.S. "in the range of" 17% below 2005 levels by 2020 through such actions as regulating power plant emissions, promoting increased use of renewables and clean energy technology, and establishing tighter energy efficiency standards. Also, by Presidential Memorandum, the EPA was directed to issue a revised proposal for new power plants (a prior proposal was issued in 2012) by September 20, 2013, with a final rule in a timely fashion thereafter, and to issue proposed standards for existing plants by June 1, 2014 with a final rule to be issued by June 1, 2015. The EPA was further directed to require that states develop implementation plans for existing plants by June 30, 2016. The Administration's increase in its estimate of the "social cost of carbon" (which is used to calculate benefits associated with proposed regulations) from \$23.80 to \$38 per metric ton in 2015 may also lead to more costly regulatory requirements; the White House Office of Management and Budget opened this issue for public comment and PPL submitted comments. Additionally, the Climate Action Plan requirements related to preparing the U.S. for the impacts of climate change could affect PPL and others in the industry as modifications to electricity delivery systems to improve the ability to withstand major storms may be needed in order to meet those requirements.

The EPA issued its revised proposal for new sources on September 20, 2013 as directed by the White House. This proposal was published in the Federal Register on January 8, 2014. The comment period closed on May 9, 2014. Unlike the EPA's prior proposal, the EPA's revised proposal established separate emission standards for coal and gas units based on the application of different technologies. The coal standard is based on the application of partial carbon capture and sequestration technology, but because this technology is not presently commercially available, the revised proposal effectively precludes the construction of new coal plants. The standard for NGCC power plants is the same as the EPA proposed in 2012 and is not continuously achievable.

The EPA's proposed regulation addressing GHG emissions from existing sources was published in the Federal Register on June 18, 2014. The proposal contains state-specific rate-based reduction goals and guidelines for the development, submission, and implementation of state plans to achieve the state goals. State-specific goals were calculated from 2012 data by applying EPA's very broad interpretation and definition of the Best System of Emission Reduction resulting in very stringent targets to be met in two phases (2020-2029 and 2030 and beyond). The EPA believes it has offered some flexibility to the states as to how state compliance plans can be crafted, including the option to demonstrate compliance on a mass basis and through multi-state collaborations. The EPA is also proposing potential state plan extensions based on the plan filed (single or multi-state). PPL is analyzing the proposal and potential impacts in preparation for submitting comments to the EPA by the October 16, 2014 deadline. The regulation of GHG emissions from existing plants could have a significant industry-wide impact depending on the structure and stringency of the final rule and state implementation plans.

(PPL and PPL Energy Supply)

The PADEP submitted to the EPA a GHG white paper on April 10, 2014 regarding the regulation of carbon dioxide emissions under Section 111(d) of the Clean Air Act. The PADEP expects to achieve reductions required under the EPA's proposed rule by increasing efficiency at existing fossil-fuel plants and/or reducing generation. The PADEP specifically excludes demand-side energy efficiency projects (such as DSM and Act 129 programs) from consideration under the program, which makes it more difficult for Pennsylvania to achieve the reduction levels proposed for Pennsylvania by the EPA, as the EPA assumed significant reductions due to demand-side energy efficiency. On July 1, 2014, a bill passed the Pennsylvania House of Representatives (HB 2354) requiring the PADEP to obtain General Assembly approval of any state plan addressing GHG emissions under the EPA's rules for existing plants. The legislation, which will next be considered by the Pennsylvania Senate, includes provisions to minimize



the exposure to a federal implementation plan due to legislative delay.

(PPL, LKE, LG&E and KU)

In November 2008, the Governor of Kentucky issued a comprehensive energy plan including non-binding targets aimed at promoting improved energy efficiency, development of alternative energy, development of carbon capture and sequestration projects, and other actions to reduce GHG emissions. In December 2009, the Kentucky Climate Action Plan Council was established to develop an action plan addressing potential GHG reductions and related measures. In November 2011, the Council issued a final report to the Secretary of Kentucky's Energy and Environment Cabinet for consideration. The final report acknowledged that the recommendations would require additional review and analysis prior to implementation, and that many of the recommendations would likely require, in part, further legislative or regulatory actions. The impact of any such plan is not now determinable, but the costs to comply with the plan could be significant. In April 2014, the Kentucky

General Assembly passed legislation which limits the measures which the Energy and Environment Cabinet may consider in setting performance standards to comply with the EPA's regulations governing GHG emissions from existing sources. The legislation provides that such state GHG performance standards shall be based on emission reductions, efficiency measures, and other improvements available at each power plant, rather than renewable energy, end-use energy efficiency, fuel switching and re-dispatch. These statutory restrictions will make it more difficult for Kentucky to achieve the GHG reduction levels which the EPA has proposed for Kentucky.

(All Registrants except PPL Electric)

A number of lawsuits have been filed asserting common law claims including nuisance, trespass and negligence against various companies with GHG emitting plants and, although the decided cases to date have not sustained claims brought on the basis of these theories of liability, the law remains unsettled on these claims. In September 2009, the U.S. Court of Appeals for the Second Circuit in the case of *AEP v. Connecticut* reversed a federal district court's decision and ruled that several states and public interest groups, as well as the City of New York, could sue five electric utility companies under federal common law for allegedly causing a public nuisance as a result of their emissions of GHGs. In June 2011, the U.S. Supreme Court overturned the Second Circuit and held that such federal common law claims were displaced by the Clean Air Act and regulatory actions of the EPA. In addition, in *Comer v. Murphy Oil* (Comer case), the U.S. Court of Appeals for the Fifth Circuit (Fifth Circuit) declined to overturn a district court ruling that plaintiffs did not have standing to pursue state common law claims against companies that emit GHGs. The complaint in the Comer case named the previous indirect parent of LKE as a defendant based upon emissions from the Kentucky plants. In January 2011, the Supreme Court denied a petition to reverse the Fifth Circuit's ruling. In May 2011, the plaintiffs in the Comer case filed a substantially similar complaint in federal district court in Mississippi against 87 companies, including KU and three other indirect subsidiaries of LKE, under a Mississippi statute that allows the re-filing of an action in certain circumstances. In March 2012, the Mississippi federal district court granted defendants' motions to dismiss the state common law claims. Plaintiffs appealed to the U.S. Court of Appeals for the Fifth Circuit and in May 2013, the Fifth Circuit affirmed the district court's dismissal of the case. Additional litigation in federal and state courts over such issues is continuing. The Registrants cannot predict the outcome of these lawsuits or estimate a range of reasonably possible losses, if any.

#### Renewable Energy Legislation

(All Registrants)

There has been interest in renewable energy legislation at both the state and federal levels; however, no legislation is expected to become law in 2014 at either the federal or state levels.

(PPL, PPL Energy Supply and PPL Electric)

In Pennsylvania, bills were introduced calling for an increase in Alternative Energy Portfolio Standard (AEPS) Tier 1 obligations and to create a \$25 million permanent funding program for solar generation. Bills (SB 1171 and HB 100) were also introduced to add natural gas as a qualified AEPS resource, and another bill (HB 1912) would repeal the AEPS Act entirely. All these bills remain in committee and are unlikely to advance. An interim legislative committee in Montana is reviewing the state's Renewable Portfolio Standard (RPS). PPL and PPL Energy Supply cannot predict at this time whether the committee will recommend any changes to existing laws. In New Jersey, a bill (S-1475) has been introduced to increase the current RPS standard to 30% from Class I sources by 2020. The chairman of the Senate Environmental Committee has convened a workgroup to look at further changes to New Jersey's RPS law to enable New Jersey to meet emissions goals established in the state's Global Warming Response Act. PPL and PPL Energy Supply are unable to predict the outcome of this legislation at this time.

The Registrants believe there are financial, regulatory and operational uncertainties related to the implementation of renewable energy mandates that will need to be resolved before the impact of such requirements on them can be estimated. Such uncertainties, among others, include the need to provide back-up supply to augment intermittent renewable generation, potential generation over-supply and downward pressure on energy prices that could result from such renewable generation and back-up, impacts to PJM's capacity market and the need for substantial changes to transmission and distribution systems to accommodate renewable energy sources. These uncertainties are not directly addressed by proposed legislation. PPL and PPL Energy Supply cannot predict at this time the effect on their competitive plants' future competitive position, results of operation, cash flows and financial position of renewable energy mandates that may be adopted, although the costs to implement and comply with any such requirements could be significant.

## Water/Waste

### Coal Combustion Residuals (CCRs) (All Registrants except PPL Electric)

In June 2010, the EPA proposed two approaches to regulating the disposal and management of CCRs (as either hazardous or non-hazardous) under the RCRA. CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes. Regulating CCRs as a hazardous waste under Subtitle C of the RCRA would materially increase costs and result in early retirements of many coal-fired plants, as it would require plants to retrofit their operations to comply with full hazardous waste requirements for the generation of CCRs and associated waste waters through generation, transportation and disposal. This would also have a negative impact on the beneficial use of CCRs and could eliminate existing markets for CCRs. The EPA's proposed approach to regulate CCRs as non-hazardous waste under Subtitle D of the RCRA would mainly affect disposal and most significantly affect any wet disposal operations. Under this approach, many of the current markets for beneficial uses would not be affected. Currently, PPL expects that several of its plants in Kentucky and Montana could be significantly impacted by the EPA's proposed non-hazardous waste regulations, as these plants are using surface impoundments for management and disposal of CCRs.

The EPA has issued information requests on CCR management practices at numerous plants throughout the power industry as it considers whether or not to regulate CCRs as hazardous waste. PPL has provided information on CCR management practices at most of its plants in response to the EPA's requests. In addition, the EPA has conducted follow-up inspections to evaluate the structural stability of CCR management facilities at several PPL plants and PPL has implemented or is implementing certain actions in response to recommendations from these inspections.

The EPA is continuing to evaluate the unprecedented number of comments it received on its June 2010 proposed regulations. In October 2011, the EPA issued a Notice of Data Availability (NODA) requesting comments on selected documents it received during the comment period for the proposed regulations. On September 20, 2013, in response to the proposed Effluent Limitation Guidelines, PPL submitted comments on the proposed CCR regulations. Also, on September 3, 2013, PPL commented on a second CCR NODA seeking comment on additional information related to the EPA's proposal.

A coalition of environmental groups and two CCR recycling companies have filed lawsuits against the EPA seeking a deadline for final rulemaking and, in settlement of that litigation, the EPA has agreed to issue its final rulemaking on the Subtitle D option addressed above by December 19, 2014.

In July 2013, the U.S. House of Representatives passed House Bill H.R. 2218, the Coal Residuals and Reuse Management Act of 2013, which would preempt the EPA from issuing final CCR regulations and would set non-hazardous CCR standards under RCRA and authorize state permit programs. It remains uncertain whether similar legislation will be passed by the U.S. Senate. PPL, PPL Energy Supply, LKE, LG&E and KU cannot predict at this time the final requirements of the EPA's CCR regulations or potential changes to the RCRA and what impact they would have on their facilities, but the financial and operational impact is expected to be material if CCRs are regulated as hazardous waste and significant if regulated as non-hazardous.

### Trimble County Landfill Permit (PPL, LKE, LG&E and KU)

In May 2011, LG&E submitted an application for a special waste landfill permit to handle coal combustion residuals generated at the Trimble County plant. After extensive review of the permit application in May 2013, the Kentucky Division of Waste Management denied the permit application on the grounds that the proposed facility would violate the Kentucky Cave Protection Act because it would eliminate an on-site karst feature considered to be a cave. After assessing additional options for managing coal combustion residuals, in January 2014, LG&E submitted to the

Kentucky Division of Waste Management a landfill permit application for an alternate site adjacent to the plant. PPL, LKE, LG&E and KU are unable to determine the potential impact of this matter until a landfill permit is issued and any resulting legal challenges are concluded.

Seepages and Groundwater Infiltration - Pennsylvania, Montana and Kentucky

(All Registrants except PPL Electric)

Seepages or groundwater infiltration have been detected at active and retired wastewater basins and landfills at various PPL, PPL Energy Supply, LKE, LG&E and KU plants. PPL, PPL Energy Supply, LKE, LG&E and KU have completed or are completing assessments of seepages or groundwater infiltration at various facilities and have completed or are working with agencies to respond to notices of violations and implement assessment or abatement measures, where required or applicable. A range of reasonably possible losses cannot currently be estimated.

(PPL and PPL Energy Supply)

In August 2012, PPL Montana entered into an Administrative Order on Consent (AOC) with the MDEQ which establishes a comprehensive process to investigate and remediate groundwater seepage impacts related to the wastewater facilities at the Colstrip power plant. The AOC requires that within five years PPL Montana provide financial assurance to the MDEQ for the costs associated with closure and future monitoring of the waste-water treatment facilities. PPL Montana cannot predict at this time if the actions required under the AOC will create the need to adjust the existing ARO related to these facilities.

In September 2012, Earthjustice filed an affidavit pursuant to Montana's Major Facility Siting Act (MFSA) that sought review of the AOC by Montana's Board of Environmental Review (BER) on behalf of the Sierra Club, the MEIC, and the National Wildlife Federation. In September 2012, PPL Montana filed an election with the BER to have this proceeding conducted in Montana state district court as contemplated by the MFSA. In October 2012, Earthjustice filed a petition for review of the AOC in the Montana state district court in Rosebud County. This matter was stayed in December 2012. In April 2014, Earthjustice filed a motion for leave to amend the petition for review and to lift the stay which was granted by the court in May 2014. PPL Montana and MDEQ responded to the amended petition and filed partial motions to dismiss in July 2014.

(All Registrants except PPL Electric)

Clean Water Act/316(b)

The EPA's final rule under 316(b) was issued on May 16, 2014. The rule contains two requirements to reduce impact to aquatic organisms at cooling water intake structures. The first requires all existing facilities to meet standards for the reduction of mortality of aquatic organisms that become trapped against water intake screens (impingement) regardless of the levels of mortality actually occurring or the cost to achieve the standards. The second requirement is to determine and install the best technology available to reduce mortality of aquatic organisms pulled through a plant's cooling water system (entrainment). A form of cost-benefit analysis is allowed for this second requirement involving a site-specific evaluation based on nine factors, including impacts to energy delivery reliability and the remaining useful life of the plant. PPL, PPL Energy Supply, LKE, LG&E and KU are evaluating compliance strategies but do not presently expect the compliance costs to be material.

Effluent Limitations Guidelines (ELGs) and Standards

In June 2013, the EPA published proposed regulations to revise discharge limitations for steam electric generation wastewater permits. The proposed limitations are based on the EPA review of available treatment technologies and their capacity for reducing pollutants and include new requirements for fly ash and bottom ash transport water and metal cleaning waste waters, as well as new limits for scrubber wastewater and landfill leachate. The EPA's proposed ELG regulations contain requirements that would affect the inspection and operation of CCR facilities, if finalized. The EPA has indicated that it will coordinate these regulations with the regulation of CCRs discussed above. The proposal contains alternative approaches, some of which could significantly impact PPL's coal-fired plants. PPL, PPL Energy Supply, LKE, LG&E and KU worked with industry groups to comment on the proposed regulation on September 20, 2013. The EPA has agreed to a new deadline for the final rule of September 30, 2015 which is contingent upon the EPA meeting its deadline of December 19, 2014 for issuing its final CCR regulations. At the present time, PPL, PPL Energy Supply, LKE, LG&E and KU are unable to predict the outcome of this matter or estimate a range of reasonably possible costs, but the costs could be significant. Pending finalization of the ELGs, certain states (including Pennsylvania and Kentucky) and environmental groups are proposing more stringent technology-based limits in permit renewals. Depending on the final limits imposed, the costs of compliance could be significant and costs could be imposed ahead of federal timelines.

(All Registrants)

Waters of the United States (WOTUS)

On April 21, 2014, the EPA and the U.S. Army Corps of Engineers (Army Corps) published the proposed rule defining Waters of the United States (WOTUS) that could significantly expand the federal government's interpretation of what constitutes WOTUS subject to regulation under the Clean Water Act. The comment deadline is October 20, 2014. If the definition is expanded as proposed by the EPA and the Army Corps, permits and other regulatory requirements may be imposed for many matters presently not covered (including vegetation management for transmission lines and activities affecting storm water conveyances and wetlands), the implications of which could be significant. The U.S. House and Senate are considering legislation to block these regulations.

## Other Issues

The EPA is reassessing its polychlorinated biphenyls (PCB) regulations under the Toxic Substance Control Act, which currently allow certain PCB articles to remain in use. In April 2010, the EPA issued an Advanced Notice of Proposed Rulemaking for changes to these regulations. This rulemaking could lead to a phase-out of all or some PCB-containing equipment. The EPA is planning to propose the revised regulations in November 2014. PCBs are found, in varying degrees, in all of the Registrants' operations. The Registrants cannot predict at this time the outcome of these proposed EPA regulations and what impact, if any, they would have on their facilities, but the costs could be significant.

### (PPL and PPL Energy Supply)

A subsidiary of PPL Energy Supply has investigated alternatives to exclude fish from the discharge channel at its Brunner Island plant. In June 2012, a Consent Order and Agreement (COA) was signed allowing the subsidiary to study a change in a cooling tower operational method that may keep fish from entering the channel. The COA required a retrofit of impingement control technology at the intakes to the cooling towers, at a cost that would have been significant. Based on the results of the first year of study, the PADEP has suggested closing the COA and writing a new COA to resolve the issue. PPL is in negotiations with the agency at this time. PPL and PPL Energy Supply cannot predict at this time the outcome of the proposed new COA and what impact, if any, it would have on their facilities, but the costs could be significant.

### (PPL, LKE, LG&E and KU)

In May 2010, the Kentucky Waterways Alliance and other environmental groups filed a petition with the Kentucky Energy and Environment Cabinet challenging the Kentucky Pollutant Discharge Elimination System permit issued in April 2010, which covers water discharges from the Trimble County plant. In November 2010, the Cabinet issued a final order upholding the permit. In December 2010, the environmental groups appealed the order to the Trimble Circuit Court, but the case was subsequently transferred to the Franklin Circuit Court. In September 2013, the court reversed the Cabinet order upholding the permit and remanded the permit to the agency for further proceedings. In October 2013, LG&E filed a notice of appeal with the Kentucky Court of Appeals. PPL, LKE, LG&E and KU are unable to predict the outcome of this matter or estimate a range of reasonably possible losses, if any.

### Superfund and Other Remediation (All Registrants)

PPL Electric is potentially responsible for costs at several sites listed by the EPA under the federal Superfund program, including the Columbia Gas Plant site, the Metal Bank site and the Ward Transformer site. Clean-up actions have been or are being undertaken at all of these sites, the costs of which have not been significant to PPL Electric. However, should the EPA require different or additional measures in the future, or should PPL Electric's share of costs at multi-party sites increase substantially more than currently expected, the costs could be significant.

PPL Electric, LG&E and KU are remediating or have completed the remediation of several sites that were not addressed under a regulatory program such as Superfund, but for which PPL Electric, LG&E and KU may be liable for remediation. These include a number of former coal gas manufacturing plants in Pennsylvania and Kentucky previously owned or operated or currently owned by predecessors or affiliates of PPL Electric, LG&E and KU. There are additional sites, formerly owned or operated by PPL Electric, LG&E and KU predecessors or affiliates, for which PPL Electric, LG&E and KU lack information on current site conditions and are therefore unable to predict what, if any, potential liability they may have.



Depending on the outcome of investigations at sites where investigations have not begun or been completed or developments at sites for which PPL Electric, LG&E and KU currently lack information, the costs of remediation and other liabilities could be material. PPL, PPL Electric, LKE, LG&E and KU cannot estimate a range of reasonably possible losses, if any, related to these matters.

The EPA is evaluating the risks associated with polycyclic aromatic hydrocarbons and naphthalene, chemical by-products of coal gas manufacturing. As a result of the EPA's evaluation, individual states may establish stricter standards for water quality and soil cleanup. This could require several PPL subsidiaries to take more extensive assessment and remedial actions at former coal gas manufacturing plants. PPL, PPL Electric, LKE, LG&E and KU cannot estimate a range of reasonably possible losses, if any, related to these matters.

From time to time, PPL Energy Supply, PPL Electric, LG&E and KU undertake remedial action in response to notices of violations, spills or other releases at various on-site and off-site locations, negotiate with the EPA and state and local agencies regarding actions necessary for compliance with applicable requirements, negotiate with property owners and other third

parties alleging impacts from PPL's operations and undertake similar actions necessary to resolve environmental matters which arise in the course of normal operations. Based on analyses to date, resolution of these environmental matters is not expected to have a significant adverse impact on these Registrants' operations.

Future cleanup or remediation work at sites currently under review, or at sites not currently identified, may result in significant additional costs for the Registrants.

#### Environmental Matters - WPD (PPL)

WPD's distribution businesses are subject to environmental regulatory and statutory requirements. PPL believes that WPD has taken and continues to take measures to comply with the applicable laws and governmental regulations for the protection of the environment.

#### Other

#### Nuclear Insurance (PPL and PPL Energy Supply)

The Price-Anderson Act is a United States Federal law which governs liability-related issues and ensures the availability of funds for public liability claims arising from an incident at any of the U.S. licensed nuclear facilities. It also seeks to limit the liability of nuclear reactor owners for such claims from any single incident. Effective September 10, 2013, the liability limit per incident is \$13.6 billion for such claims which is funded by insurance coverage from American Nuclear Insurers and an industry assessment program.

Under the industry assessment program, in the event of a nuclear incident at any of the reactors covered by The Price-Anderson Act, as amended, PPL Susquehanna could be assessed up to \$255 million per incident, payable at \$38 million per year.

Additionally, PPL Susquehanna purchases property insurance programs from NEIL, an industry mutual insurance company of which PPL Susquehanna is a member. Effective April 1, 2014, facilities at the Susquehanna plant are insured against property damage losses up to \$2.0 billion. PPL Susquehanna also purchases an insurance program that provides coverage for the cost of replacement power during prolonged outages of nuclear units caused by certain specified conditions.

Under the NEIL property and replacement power insurance programs, PPL Susquehanna could be assessed retrospective premiums in the event of the insurers' adverse loss experience. This maximum assessment is \$46 million.

#### Pennsylvania Coal Plants (PPL and PPL Energy Supply)

In the fourth quarter of 2013, management tested the Brunner Island and Montour plants for impairment and concluded neither was impaired as of December 31, 2013. There were no events or changes in circumstances that indicated a recoverability test was required to be performed in 2014. The carrying value of the Pennsylvania coal-fired generation assets was \$2.5 billion as of June 30, 2014 (\$1.3 billion for Brunner Island and \$1.2 billion for Montour).

#### Labor Unions (PPL, PPL Energy Supply and PPL Electric)

In May 2014, PPL's, PPL Energy Supply's and PPL Electric's bargaining agreement with its largest IBEW local expired. PPL, PPL Energy Supply and PPL Electric finalized a new three-year labor agreement with the IBEW local

in May 2014 and the agreement was ratified in early June 2014.

As part of efforts to reduce operations and maintenance expenses, the new agreement offered a one-time voluntary retirement window to certain bargaining unit employees. The benefits offered under this provision are consistent with the standard separation program benefits for bargaining unit employees. As a result, for the three and six months ended June 30, 2014, the following estimated separation benefits were recorded:

	PPL	PPL Energy Supply	PPL Electric
Pension Benefits	\$ 20	\$ 16	\$ 4
Severance Compensation	9	7	2
Total Separation Benefits	\$ 29	\$ 23	\$ 6
Number of Employees	155	124	30

The separation benefits were recorded in "Other operation and maintenance" on the Statement of Income. The pension benefits are accrued in "Accrued pension obligations" and the severance compensation is accrued in "Other current liabilities" on the Balance Sheet at June 30, 2014. Substantially all of the severance compensation will be paid in the third and fourth quarters of 2014. The remaining terms of the new labor agreement are not expected to have a significant impact on the financial results of PPL, PPL Energy Supply or PPL Electric.

#### Guarantees and Other Assurances

(All Registrants)

In the normal course of business, the Registrants enter into agreements that provide financial performance assurance to third parties on behalf of certain subsidiaries. Such agreements include, for example, guarantees, stand-by letters of credit issued by financial institutions and surety bonds issued by insurance companies. These agreements are entered into primarily to support or enhance the creditworthiness attributed to a subsidiary on a stand-alone basis or to facilitate the commercial activities in which these subsidiaries engage.

(PPL)

PPL fully and unconditionally guarantees all of the debt securities of PPL Capital Funding.

(All Registrants)

The table below details guarantees provided as of June 30, 2014. "Exposure" represents the estimated maximum potential amount of future payments that could be required to be made under the guarantee. The probability of expected payment/performance under each of these guarantees is remote except for "WPD guarantee of pension and other obligations of unconsolidated entities" and "Indemnification of lease termination and other divestitures." The total recorded liability at June 30, 2014 and December 31, 2013, was \$25 million and \$26 million for PPL and \$19 million for both periods for LKE. For reporting purposes, on a consolidated basis, all guarantees of PPL Energy Supply (other than the letters of credit), PPL Electric, LKE, LG&E and KU also apply to PPL, and all guarantees of LG&E and KU also apply to LKE.

	Exposure at June 30, 2014	Expiration Date
<b>PPL</b>		
Indemnifications related to the WPD Midlands acquisition	(a)	2017 -
WPD indemnifications for entities in liquidation and sales of assets	\$ 12 (b)	2018
WPD guarantee of pension and other obligations of unconsolidated entities	131 (c)	
<b>PPL Energy Supply</b>		
Letters of credit issued on behalf of affiliates	45 (d)	2014 - 2015
Indemnifications for sales of assets	250 (e)	2025
Guarantee of a portion of a divested unconsolidated entity's debt	22 (f)	2018
<b>PPL Electric</b>		
Guarantee of inventory value	38 (g)	2017

LKE		
		2021 -
Indemnification of lease termination and other divestitures	301 (h)	2023
LG&E and KU		
LG&E and KU guarantee of shortfall related to OVEC	(i)	

- (a) Indemnifications related to certain liabilities, including a specific unresolved tax issue and those relating to properties and assets owned by the seller that were transferred to WPD Midlands in connection with the acquisition. A cross indemnity has been received from the seller on the tax issue. The maximum exposure and expiration of these indemnifications cannot be estimated because the maximum potential liability is not capped and the expiration date is not specified in the transaction documents.
- (b) Indemnification to the liquidators and certain others for existing liabilities or expenses or liabilities arising during the liquidation process. The indemnifications are limited to distributions made from the subsidiary to its parent either prior or subsequent to liquidation or are not explicitly stated in the agreements. The indemnifications generally expire two to seven years subsequent to the date of dissolution of the entities. The exposure noted only includes those cases where the agreements provide for specific limits.

In connection with their sales of various businesses, WPD and its affiliates have provided the purchasers with indemnifications that are standard for such transactions, including indemnifications for certain pre-existing liabilities and environmental and tax matters or have agreed to continue their obligations under existing third-party guarantees, either for a set period of time following the transactions or upon the condition that the purchasers make reasonable efforts to terminate the guarantees. Finally, WPD and its affiliates remain secondarily responsible for lease payments under certain leases that they have assigned to third parties.

- (c) Relates to certain obligations of discontinued or modified electric associations that were guaranteed at the time of privatization by the participating members. Costs are allocated to the members and can be reallocated if an existing member becomes insolvent. At June 30, 2014, WPD has recorded an estimated discounted liability for which the expected payment/performance is probable. Neither the expiration date nor the maximum amount of potential payments for certain obligations is explicitly stated in the related agreements, and as a result, the exposure has been estimated.
- (d) Standby letter of credit arrangements under PPL Energy Supply's credit facilities for the purposes of protecting various third parties against nonperformance by PPL. This is not a guarantee by PPL on a consolidated basis.
- (e) Indemnifications are governed by the specific sales agreement and include breach of the representations, warranties and covenants, and liabilities for certain other matters. PPL Energy Supply's maximum exposure with respect to certain indemnifications and the expiration of the indemnifications cannot be estimated because the maximum potential liability is not capped by the transaction documents and the expiration date is based on the applicable statute of limitations. The exposure and expiration date noted is based on those cases in which the agreements provide for specific limits.
- (f) Relates to a guarantee of one-third of the divested entity's debt. The purchaser provided a cross-indemnity, secured by a lien on the purchaser's stock of the divested entity. The exposure noted reflects principal only.
- (g) A third party logistics firm provides inventory procurement and fulfillment services. The logistics firm has title to the inventory, however, upon termination of the contracts, PPL Electric has guaranteed to purchase any remaining inventory that has not been used or sold.
- (h) LKE provides certain indemnifications, the most significant of which relate to the termination of the WKE lease in July 2009. These guarantees cover the due and punctual payment, performance and discharge by each party of its respective present and future obligations. The most comprehensive of these guarantees is the LKE guarantee covering operational, regulatory and environmental commitments and indemnifications made by WKE under the WKE Transaction Termination Agreement. This guarantee has a term of 12 years ending July 2021, and a cumulative maximum exposure of \$200 million. Certain items such as government fines and penalties fall outside the cumulative cap. LKE has contested the applicability of the indemnification requirement relating to one matter presented by a counterparty under this guarantee. Another guarantee with a maximum exposure of \$100 million covering other indemnifications expires in 2023. In May 2012, LKE's indemnitee received an arbitration panel's decision affecting this matter, which granted LKE's indemnitee certain rights of first refusal to purchase excess power at a market-based price rather than at an absolute fixed price. In January 2013, LKE's indemnitee commenced a proceeding in the Kentucky Court of Appeals appealing the December 2012 order of the Henderson Circuit Court, confirming the arbitration award. On May 30, 2014, the Court of Appeals issued an opinion affirming the lower court decision, but LKE's indemnitee has filed a Petition for Rehearing with the Court of Appeals. LKE believes its indemnification obligations in this matter remain subject to various uncertainties, including potential for additional legal challenges regarding the arbitration decision as well as future prices, availability and demand for the subject excess power. LKE continues to evaluate various legal and commercial options with respect to this indemnification matter. The ultimate outcomes of the WKE termination-related indemnifications cannot be predicted at this time. Additionally, LKE has indemnified various third parties related to historical obligations for other divested subsidiaries and affiliates. The indemnifications vary by entity and the maximum exposures range from being capped at the sale price to no specified maximum; however, LKE is not aware of formal claims under such indemnities made by any party at this time. LKE could be required to perform on these indemnifications in the event of covered losses or liabilities being claimed by an indemnified party. LKE cannot predict the ultimate outcomes of such indemnification circumstances, but does not currently expect such outcomes to result in significant losses above the amounts recorded.
- (i) Pursuant to the OVEC power purchase contract, LG&E and KU are obligated to pay for their share of OVEC's excess debt service, post-retirement and decommissioning costs, as well as any shortfall from amounts currently included within a demand charge designed and currently expected to cover these costs over the term of the contract. The maximum exposure and the expiration date of these potential obligations are not presently

determinable. See "Energy Purchase Commitments" and "Guarantees and Other Assurances" in Note 15 in PPL's, LKE's, LG&E's and KU's 2013 Form 10-K for additional information on the OVEC power purchase contract.

The Registrants provide other miscellaneous guarantees through contracts entered into in the normal course of business. These guarantees are primarily in the form of indemnification or warranties related to services or equipment and vary in duration. The amounts of these guarantees often are not explicitly stated, and the overall maximum amount of the obligation under such guarantees cannot be reasonably estimated. Historically, no significant payments have been made with respect to these types of guarantees and the probability of payment/performance under these guarantees is remote.

PPL, on behalf of itself and certain of its subsidiaries, maintains insurance that covers liability assumed under contract for bodily injury and property damage. The coverage provides maximum aggregate coverage of \$225 million. This insurance may be applicable to obligations under certain of these contractual arrangements.

#### 11. Related Party Transactions

##### PLR Contracts/Purchase of Accounts Receivable (PPL Energy Supply and PPL Electric)

PPL Electric holds competitive solicitations for PLR generation supply. PPL EnergyPlus has been awarded a portion of the PLR generation supply through these competitive solicitations. The sales and purchases between PPL EnergyPlus and PPL Electric are included in the Statements of Income as "Unregulated wholesale energy to affiliate" by PPL Energy Supply and as "Energy purchases from affiliate" by PPL Electric.

Under the standard Default Service Supply Master Agreement for the solicitation process, PPL Electric requires all suppliers to post collateral once credit exposures exceed defined credit limits. PPL EnergyPlus is required to post collateral with PPL Electric when: (a) the market price of electricity to be delivered by PPL EnergyPlus exceeds the contract price for the forecasted quantity of electricity to be delivered; and (b) this market price exposure exceeds a contractual credit limit. During the second quarter of 2014, PPL Energy Supply experienced a downgrade in its corporate credit ratings to below investment grade. As a result of the downgrade of PPL Energy Supply, as guarantor, PPL EnergyPlus no longer has an established credit limit and was required to post an insignificant amount of collateral at June 30, 2014. In no instance is PPL Electric required to post collateral to suppliers under these supply contracts.

PPL Electric's customers may choose an alternative supplier for their generation supply. See Note 2 for additional information regarding PPL Electric's purchases of accounts receivable from alternative suppliers, including PPL EnergyPlus.

At June 30, 2014, PPL Energy Supply had a net credit exposure of \$24 million from PPL Electric from its commitment as a PLR supplier and from the sale of its accounts receivable to PPL Electric.

#### Support Costs (All Registrants except PPL)

Both PPL Services and LKS provide the respective PPL and LKE subsidiaries with administrative, management and support services. Where applicable, the costs of these services are charged to the respective subsidiaries as direct support costs. General costs that cannot be directly attributed to a specific subsidiary are allocated and charged to the respective subsidiaries as indirect support costs. PPL Services uses a three-factor methodology that includes the subsidiaries' invested capital, operation and maintenance expenses and number of employees to allocate indirect costs. LKS bases its indirect allocations on the subsidiaries' number of employees, total assets, revenues, number of customers and/or other statistical information. PPL Services and LKS charged the following amounts for the periods ended June 30, and believe these amounts are reasonable, including amounts applied to accounts that are further distributed between capital and expense.

	Three Months		Six Months	
	2014	2013	2014	2013
PPL Energy Supply from PPL Services	\$ 54	\$ 52	\$ 112	\$ 109
PPL Electric from PPL Services	38	34	79	72
LKE from PPL Services	4	4	8	8
LG&E from LKS	57	67	105	106
KU from LKS	59	44	112	110

LG&E and KU also provide services to each other and to LKS. Billings between LG&E and KU relate to labor and overheads associated with union and hourly employees performing work for the other company, charges related to jointly-owned generating units and other miscellaneous charges. Tax settlements between LKE and LG&E and LKE and KU are reimbursed through LKS.

#### Intercompany Borrowings (PPL Electric and LKE)

A PPL Electric subsidiary periodically holds revolving demand notes from certain affiliates. At June 30, 2014, there was no balance outstanding. At December 31, 2013, \$150 million was outstanding and was reflected in "Notes receivable from affiliate" on the Balance Sheet. The interest rates on borrowings are equal to one-month LIBOR plus a spread. The interest rate on the outstanding borrowing at December 31, 2013, was 1.92%. Interest earned on these revolving facilities was not significant for the three and six months ended June 30, 2014 and 2013.

LKE maintains a \$225 million revolving line of credit with a PPL Energy Funding subsidiary whereby LKE can borrow funds on a short-term basis at market-based rates. The interest rate on borrowings is equal to one-month LIBOR plus a spread. There were no balances outstanding at June 30, 2014 and December 31, 2013.

LKE maintains an agreement with a PPL affiliate that has a \$300 million borrowing limit whereby LKE can loan funds on a short-term basis at market-based rates. At June 30, 2014 and December 31, 2013, \$16 million and \$70 million were outstanding and were reflected in "Notes receivable from affiliates" on the Balance Sheets. The interest rate on the loan based on the PPL affiliate's credit rating is currently equal to one-month LIBOR plus a spread. The



interest rates on the outstanding borrowing at June 30, 2014 and December 31, 2013 were 2.15% and 2.17%. Interest income on this note was not significant for the three and six months ended June 30, 2014 and 2013.

Other (All Registrants except PPL and LKE)

See Note 9 for discussions regarding intercompany allocations associated with defined benefits.

12. Other Income (Expense) - net

(All Registrants)

The components of "Other Income (Expense) - net" for the periods ended June 30 was:

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	Three Months		Six Months	
	2014	2013	2014	2013
PPL				
Other Income				
Earnings on securities in NDT funds	\$ 6	\$ 5	\$ 12	\$ 10
Interest income	3		4	1
AFUDC - equity component	2	2	5	5
Miscellaneous - Domestic	2	7	4	9
Miscellaneous - U.K.				1
Total Other Income	13	14	25	26
Other Expense				
Economic foreign currency exchange contracts (Note 14)	72	(4)	96	(123)
Charitable contributions	2	4	9	8
Spinoff of PPL Energy Supply transaction costs (Note 8)	16		16	
Miscellaneous - Domestic	5	1	8	5
Miscellaneous - U.K.			1	1
Total Other Expense	95	1	130	(109)
Other Income (Expense) - net	\$ (82)	\$ 13	\$ (105)	\$ 135

"Other Income (Expense) - net" for the three and six months ended June 30, 2014 and 2013 for PPL Energy Supply is primarily the earnings on securities in NDT funds. The components of "Other Income (Expense) - net" for the three and six months ended June 30, 2014 and 2013 for PPL Electric, LKE, LG&E and KU are not significant.

### 13. Fair Value Measurements and Credit Concentration

(All Registrants)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). A market approach (generally, data from market transactions), an income approach (generally, present value techniques and option-pricing models), and/or a cost approach (generally, replacement cost) are used to measure the fair value of an asset or liability, as appropriate. These valuation approaches incorporate inputs such as observable, independent market data and/or unobservable data that management believes are predicated on the assumptions market participants would use to price an asset or liability. These inputs may incorporate, as applicable, certain risks such as nonperformance risk, which includes credit risk. The fair value of a group of financial assets and liabilities is measured on a net basis. Transfers between levels are recognized at end-of-reporting-period values. During the three and six months ended June 30, 2014 and 2013, there were no transfers between Level 1 and Level 2. See Note 1 in each Registrant's 2013 Form 10-K for information on the levels in the fair value hierarchy.

#### Recurring Fair Value Measurements

The assets and liabilities measured at fair value were:

	June 30, 2014				December 31, 2013			Level 3
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	

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PPL									
Assets									
Cash and cash equivalents	\$ 1,269	\$ 1,269			\$ 1,102	\$ 1,102			
Restricted cash and cash equivalents (a)	408	408			156	156			
Price risk management assets:									
Energy commodities	1,374	2	\$ 1,206	\$ 166	1,188	3	\$ 1,123	\$ 62	
Interest rate swaps	1		1		91		91		
Foreign currency contracts	2		2						
Total price risk management assets	1,377	2	1,209	166	1,279	3	1,214	62	
NDT funds:									
Cash and cash equivalents	16	16			14	14			
Equity securities									
U.S. large-cap	580	432	148		547	409	138		
U.S. mid/small-cap	85	35	50		81	33	48		
Debt securities									
U.S. Treasury	97	97			95	95			
U.S. government sponsored agency									
Municipality	6		6		6		6		
Investment-grade corporate	78		78		77		77		
Other									
Other	41		41		38		38		
Other	6		6		5		5		
Receivables (payables), net									
	2		2		1	(1)	2		
Total NDT funds	911	580	331		864	550	314		
Auction rate securities (b)	16			16	19				19
Total assets	\$ 3,981	\$ 2,259	\$ 1,540	\$ 182	\$ 3,420	\$ 1,811	\$ 1,528	\$ 81	

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	June 30, 2014				December 31, 2013				Level 3
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2		
<b>Liabilities</b>									
Price risk management liabilities:									
Energy commodities	\$ 1,480	\$ 2	\$ 1,386	\$ 92	\$ 1,070	\$ 4	\$ 1,028	\$ 38	
Interest rate swaps	54		54		36		36		
Foreign currency contracts	176		176		106		106		
Cross-currency swaps	47		47		32		32		
Total price risk management liabilities	\$ 1,757	\$ 2	\$ 1,663	\$ 92	\$ 1,244	\$ 4	\$ 1,202	\$ 38	
<b>PPL Energy Supply</b>									
<b>Assets</b>									
Cash and cash equivalents	\$ 264	\$ 264			\$ 239	\$ 239			
Restricted cash and cash equivalents (a)	343	343			85	85			
Price risk management assets:									
Energy commodities	1,374	2	\$ 1,206	\$ 166	1,188	3	\$ 1,123	\$ 62	
Total price risk management assets	1,374	2	1,206	166	1,188	3	1,123	62	
NDT funds:									
Cash and cash equivalents	16	16			14	14			
Equity securities									
U.S. large-cap	580	432	148		547	409	138		
U.S. mid/small-cap	85	35	50		81	33	48		
Debt securities									
U.S. Treasury	97	97			95	95			
U.S. government sponsored agency									
Municipality	6		6		6		6		
Investment-grade corporate									
Other	41		41		38		38		
Other	6		6		5		5		
Receivables (payables), net	2		2		1	(1)	2		
Total NDT funds	911	580	331		864	550	314		
Auction rate securities (b)	13			13	16				16
Total assets	\$ 2,905	\$ 1,189	\$ 1,537	\$ 179	\$ 2,392	\$ 877	\$ 1,437	\$ 78	
<b>Liabilities</b>									
Price risk management liabilities:									
Energy commodities	\$ 1,480	\$ 2	\$ 1,386	\$ 92	\$ 1,070	\$ 4	\$ 1,028	\$ 38	
Total price risk management liabilities	\$ 1,480	\$ 2	\$ 1,386	\$ 92	\$ 1,070	\$ 4	\$ 1,028	\$ 38	
<b>PPL Electric</b>									

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Assets

Cash and cash equivalents	\$ 149	\$ 149	\$ 25	\$ 25
Restricted cash and cash equivalents (c)	3	3	12	12
Total assets	\$ 152	\$ 152	\$ 37	\$ 37

LKE

Assets

Cash and cash equivalents	\$ 23	\$ 23	\$ 35	\$ 35
Restricted cash and cash equivalents (d)	21	21	22	22
Total assets	\$ 44	\$ 44	\$ 57	\$ 57

Liabilities

Price risk management liabilities:

Interest rate swaps	\$ 42	\$ 42	\$ 36	\$ 36
Total price risk management liabilities	\$ 42	\$ 42	\$ 36	\$ 36

LG&E

Assets

Cash and cash equivalents	\$ 5	\$ 5	\$ 8	\$ 8
Restricted cash and cash equivalents (d)	21	21	22	22
Total assets	\$ 26	\$ 26	\$ 30	\$ 30

Liabilities

Price risk management liabilities:

Interest rate swaps	\$ 42	\$ 42	\$ 36	\$ 36
Total price risk management liabilities	\$ 42	\$ 42	\$ 36	\$ 36

KU

Assets

Cash and cash equivalents	\$ 18	\$ 18	\$ 21	\$ 21
Total assets	\$ 18	\$ 18	\$ 21	\$ 21

- (a) Current portion is included in "Restricted cash and cash equivalents" and long-term portion is included in "Other noncurrent assets" on the Balance Sheets.
- (b) Included in "Other investments" on the Balance Sheets.
- (c) Current portion is included in "Other current assets" and long-term portion is included in "Other noncurrent assets" on the Balance Sheets.
- (d) Included in "Other noncurrent assets" on the Balance Sheets.

A reconciliation of net assets and liabilities classified as Level 3 for the periods ended June 30, 2014 is as follows:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)							
	Three Months			Six Months				
	Energy Commodities, net	Auction Rate Securities	Cross- Currency Swaps	Total	Energy Commodities, net	Auction Rate Securities	Cross- Currency Swaps	Total
<b>PPL</b>								
Balance at beginning of period	\$ 17	\$ 16		\$ 33	\$ 24	\$ 19		\$ 43
Total realized/unrealized gains (losses)								
Included in earnings	72			72	(63)			(63)
Included in OCI (a)							\$ (1)	(1)
Purchases	(6)			(6)	(6)			(6)
Sales						(3)		(3)
Settlements	(9)			(9)	119			119
Transfers out of Level 3							1	1
Balance at end of period	\$ 74	\$ 16		\$ 90	\$ 74	\$ 16	\$ 1	\$ 90
<b>PPL Energy Supply</b>								
Balance at beginning of period	\$ 17	\$ 13		\$ 30	\$ 24	\$ 16		\$ 40
Total realized/unrealized gains (losses)								
Included in earnings	72			72	(63)			(63)
Purchases	(6)			(6)	(6)			(6)
Sales						(3)		(3)
Settlements	(9)			(9)	119			119
Balance at end of period	\$ 74	\$ 13		\$ 87	\$ 74	\$ 13		\$ 87

- (a) "Energy Commodities, net" and "Cross-Currency Swaps" are included in "Qualifying derivatives" and "Auction Rate Securities" are included in "Available-for-sale securities" on the Statements of Comprehensive Income.

A reconciliation of net assets and liabilities classified as Level 3 for the periods ended June 30, 2013 is as follows:

## Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Three Months			Six Months			Total	Total
	Energy Commodities, net	Auction Rate Securities	Cross- Currency Swaps	Energy Commodities, net	Auction Rate Securities	Cross- Currency Swaps		
PPL								
Balance at beginning of								
period	\$ 14	\$ 16		\$ 22	\$ 16	\$ 1	\$ 30	\$ 39
Total realized/unrealized gains (losses)								
Included in earnings	14			6			14	6
Included in OCI (a)						3		3
Sales	(2)			(2)			(2)	(2)
Settlements	4			3			4	3
Transfers into Level 3	6	3	\$ 3	7	3	3	12	13
Transfers out of Level 3	4			4		(4)	4	(4)
Balance at end of period	\$ 40	\$ 19	\$ 3	\$ 40	\$ 19	\$ 3	\$ 62	\$ 62
PPL Energy Supply								
Balance at beginning of								
period	\$ 14	\$ 13		\$ 22	\$ 13		\$ 27	\$ 35
Total realized/unrealized gains (losses)								
Included in earnings	14			6			14	6
Sales	(2)			(2)			(2)	(2)
Settlements	4			3			4	3
Transfers into Level 3	6	3		7	3		9	10
Transfers out of Level 3	4			4			4	4
Balance at end of period	\$ 40	\$ 16		\$ 40	\$ 16		\$ 56	\$ 56

(a) "Energy Commodities, net" and "Cross-Currency Swaps" are included in "Qualifying derivatives" and "Auction Rate Securities" are included in "Available-for-sale securities" on the Statements of Comprehensive Income.

The significant unobservable inputs used in and quantitative information about the fair value measurement of assets and liabilities classified as Level 3 are as follows:

		June 30, 2014		
	Fair Value, net Asset (Liability)	Valuation Technique	Unobservable Input(s)	Range (Weighted Average) (a)
<b>PPL</b>				
Energy commodities				
Natural gas contracts (b)	\$ 7	Discounted cash flow	Proprietary model used to calculate forward prices	14% - 100% (35%)
Power sales contracts (c)	(63)	Discounted cash flow	Proprietary model used to calculate forward prices	14% - 100% (79%)
FTR purchase contracts (d)	6	Discounted cash flow	Historical settled prices used to model forward prices	100% (100%)
Heat rate options (e)	124	Discounted cash flow	Proprietary model used to calculate forward prices	22% - 100% (44%)
Auction rate securities (f)	16	Discounted cash flow	Modeled from SIFMA Index	58% - 75% (67%)
<b>PPL Energy Supply</b>				
Energy commodities				
Natural gas contracts (b)	\$ 7	Discounted cash flow	Proprietary model used to calculate forward prices	14% - 100% (35%)
Power sales contracts (c)	(63)	Discounted cash flow	Proprietary model used to calculate forward prices	14% - 100% (79%)
FTR purchase contracts (d)	6	Discounted cash flow	Historical settled prices used to model forward prices	100% (100%)
Heat rate options (e)	124	Discounted cash flow	Proprietary model used to calculate forward prices	22% - 100% (44%)
Auction rate securities (f)	13	Discounted cash flow	Modeled from SIFMA Index	59% - 75% (68%)



December 31, 2013

	Fair Value, net Asset (Liability)	Valuation Technique	Unobservable Input(s)	Range (Weighted Average) (a)
<b>PPL</b>				
<b>Energy commodities</b>				
Natural gas contracts (b)	\$ 36	Discounted cash flow	Proprietary model used to calculate forward prices	10% - 100% (86%)
Power sales contracts (c)	(12)	Discounted cash flow	Proprietary model used to calculate forward prices	100% - 100% (100%)
Auction rate securities (f)	19	Discounted cash flow	Modeled from SIFMA Index	10% - 80% (63%)
<b>PPL Energy Supply</b>				
<b>Energy commodities</b>				
Natural gas contracts (b)	\$ 36	Discounted cash flow	Proprietary model used to calculate forward prices	10% - 100% (86%)
Power sales contracts (c)	(12)	Discounted cash flow	Proprietary model used to calculate forward prices	100% - 100% (100%)
Auction rate securities (f)	16	Discounted cash flow	Modeled from SIFMA Index	10% - 80% (63%)

(a) For energy commodities and auction rate securities, the range and weighted average represent the percentage of fair value derived from the unobservable inputs.

(b) As the forward price of natural gas increases/(decreases), the fair value of purchase contracts increases/(decreases). As the forward price of natural gas increases/(decreases), the fair value of sales contracts (decreases)/increases.

(c) As forward market prices increase/(decrease), the fair value of contracts (decreases)/increases. As volumetric assumptions for contracts in a gain position increase/(decrease), the fair value of contracts increases/(decreases). As volumetric assumptions for contracts in a loss position increase/(decrease), the fair value of the contracts (decreases)/increases.

(d) As the forward implied spread increases/(decreases), the fair value of the contracts increases/(decreases).

(e) The proprietary model used to calculate fair value incorporates market heat rates, correlations and volatilities. As the market implied heat rate increases/(decreases), the fair value of the contracts increases/(decreases).

(f) The model used to calculate fair value incorporates an assumption that the auctions will continue to fail. As the modeled forward rates of the SIFMA Index increase/(decrease), the fair value of the securities increases/(decreases).

Net gains and losses on assets and liabilities classified as Level 3 and included in earnings for the periods ended June 30 are reported in the Statements of Income as follows:

	Unregulated Wholesale Energy		Three Months Energy Commodities, net Unregulated Retail Energy		Energy Purchases	
	2014	2013	2014	2013	2014	2013
PPL and PPL Energy Supply						
Total gains (losses) included in earnings	\$ 58	\$ (7)	\$ 12	\$ 22	\$ 2	\$ (1)
Change in unrealized gains (losses) relating						
to positions still held at the reporting date	47	(7)	10	22	(4)	1

	Unregulated Wholesale Energy		Six Months Energy Commodities, net Unregulated Retail Energy		Energy Purchases	
	2014	2013	2014	2013	2014	2013
PPL and PPL Energy Supply						
Total gains (losses) included in earnings	\$ (31)	\$ (9)	\$ (51)	\$ 15	\$ 19	
Change in unrealized gains (losses) relating						
to positions still held at the reporting date	44	(9)	(21)	17	(3)	\$ 2

#### Price Risk Management Assets/Liabilities - Energy Commodities (PPL and PPL Energy Supply)

Energy commodity contracts are generally valued using the income approach, except for exchange-traded derivative contracts, which are valued using the market approach and are classified as Level 1. Level 2 contracts are valued using inputs which may include quotes obtained from an exchange (where there is insufficient market liquidity to warrant inclusion in Level 1), binding and non-binding broker quotes, prices posted by ISOs or published tariff rates. Furthermore, independent quotes are obtained from the market to validate the forward price curves. Energy commodity contracts include forwards, futures, swaps, options and structured transactions and may be offset with similar positions in exchange-traded markets. To the extent possible, fair value measurements utilize various inputs that include quoted prices for similar contracts or market-corroborated inputs. In certain instances, these contracts may be valued using models, including standard option valuation models and other standard industry models. When the lowest level inputs that are significant to the fair value measurement of a contract are observable, the contract is classified as Level 2.

When unobservable inputs are significant to the fair value measurement, a contract is classified as Level 3. Level 3 contracts are valued using PPL proprietary models which may include significant unobservable inputs such as delivery at a location where pricing is unobservable, delivery dates that are beyond the dates for which independent quotes are available, volumetric assumptions, implied volatilities, implied correlations, and market implied heat rates. Forward

transactions, including forward transactions classified as Level 3, are analyzed by PPL's Risk Management department, which reports to the Chief Financial Officer (CFO). Accounting personnel, who also report to the CFO, interpret the analysis quarterly to appropriately classify the forward transactions in the fair value hierarchy. Valuation techniques are evaluated periodically. Additionally, Level 2 and Level 3 fair value measurements include adjustments for credit risk based on PPL's own creditworthiness (for net liabilities) and its counterparties' creditworthiness (for net assets). PPL's credit department assesses all reasonably available market information which is used by accounting personnel to calculate the credit valuation adjustment.

In certain instances, energy commodity contracts are transferred between Level 2 and Level 3. The primary reasons for the transfers during 2013 were changes in the availability of market information and changes in the significance of the unobservable inputs utilized in the valuation of the contract. As the delivery period of a contract becomes closer, market information may become available. When this occurs, the model's unobservable inputs are replaced with observable market information.

Price Risk Management Assets/Liabilities - Interest Rate Swaps/Foreign Currency Contracts/Cross-Currency Swaps (PPL, LKE, LG&E and KU)

To manage interest rate risk, PPL, LKE, LG&E and KU use interest rate contracts such as forward-starting swaps, floating-to-fixed swaps and fixed-to-floating swaps. To manage foreign currency exchange risk, PPL uses foreign currency contracts such as forwards, options and cross-currency swaps that contain characteristics of both interest rate and foreign currency

contracts. An income approach is used to measure the fair value of these contracts, utilizing readily observable inputs, such as forward interest rates (e.g., LIBOR and government security rates) and forward foreign currency exchange rates (e.g., GBP), as well as inputs that may not be observable, such as credit valuation adjustments. In certain cases, market information cannot practicably be obtained to value credit risk and therefore internal models are relied upon. These models use projected probabilities of default and estimated recovery rates based on historical observances. When the credit valuation adjustment is significant to the overall valuation, the contracts are classified as Level 3. For PPL, the primary reason for the transfers between Level 2 and Level 3 during 2014 and 2013 was the change in the significance of the credit valuation adjustment. Cross-currency swaps are valued by PPL's Treasury department, which reports to the CFO. Accounting personnel, who also report to the CFO, interpret analysis quarterly to classify the contracts in the fair value hierarchy. Valuation techniques are evaluated periodically.

(PPL and PPL Energy Supply)

#### NDT Funds

The market approach is used to measure the fair value of equity securities held in the NDT funds.

- The fair value measurements of equity securities classified as Level 1 are based on quoted prices in active markets.
- The fair value measurements of investments in commingled equity funds are classified as Level 2. These fair value measurements are based on firm quotes of net asset values per share, which are not obtained from a quoted price in an active market.

The fair value of debt securities is generally measured using a market approach, including the use of pricing models which incorporate observable inputs. Common inputs include benchmark yields, reported trades, broker/dealer bid/ask prices, benchmark securities and credit valuation adjustments. When necessary, the fair value of debt securities is measured using the income approach, which incorporates similar observable inputs as well as monthly payment data, future predicted cash flows, collateral performance and new issue data.

#### Auction Rate Securities

Auction rate securities include Federal Family Education Loan Program guaranteed student loan revenue bonds, as well as various municipal bond issues. The probability of realizing losses on these securities is not significant.

The fair value of auction rate securities is estimated using an income approach that includes readily observable inputs, such as principal payments and discount curves for bonds with credit ratings and maturities similar to the securities, and unobservable inputs, such as future interest rates that are estimated based on the SIFMA Index, creditworthiness, and liquidity assumptions driven by the impact of auction failures. When the present value of future interest payments is significant to the overall valuation, the auction rate securities are classified as Level 3. The primary reason for the transfers during 2013 was the change in discount rates and SIFMA Index.

Auction rate securities are valued by PPL's Treasury department, which reports to the CFO. Accounting personnel, who also report to the CFO, interpret the analysis quarterly to classify the contracts in the fair value hierarchy. Valuation techniques are evaluated periodically.

#### Nonrecurring Fair Value Measurements (PPL and PPL Energy Supply)

The following nonrecurring fair value measurement occurred during the six months ended June 30, 2014, resulting in an asset impairment:

	Carrying Amount (a)	Fair Value Measurement Using Level 3	Loss (b)
PPL and PPL Energy Supply			
Kerr Dam Project	\$ 47	\$ 29	\$ 18

(a) Represents carrying value before fair value measurement.

(b) The loss on the Kerr Dam Project was recorded in the Supply segment and included in "Other operation and maintenance" on PPL's and PPL Energy Supply's Statement of Income.

The significant unobservable inputs used in and the quantitative information about the nonrecurring fair value measurement of assets and liabilities classified as Level 3 are as follows:

	Fair Value, net Asset (Liability)	Valuation Technique	Significant Unobservable Input(s)	Range (Weighted Average)(a)
PPL and PPL Energy Supply Kerr Dam Project				
March 31, 2014	\$ 29	Discounted cash flow	Proprietary model used to calculate plant value	38% (38%)

(a) The range and weighted average represent the percentage of fair value derived from the unobservable inputs.

#### Kerr Dam Project

As disclosed in Note 11 in PPL's and PPL Energy Supply's 2013 Form 10-K, PPL Montana holds a joint operating license issued for the Kerr Dam Project. The license extends until 2035 and, between 2015 and 2025, the Confederated Salish and Kootenai Tribes of the Flathead Nation (the Tribes) have the option to purchase, hold and operate the Kerr Dam Project. The parties submitted the issue of the appropriate amount of the conveyance price to arbitration in February 2013. In March 2014, the arbitration panel issued its final decision holding that the conveyance price payable by the Tribes to PPL Montana is \$18 million. As a result of the decision, PPL Energy Supply performed a recoverability test on the Kerr Dam Project and recorded an impairment charge. PPL Energy Supply performed an internal analysis using an income approach based on discounted cash flows (a proprietary PPL model) to assess the fair value of the Kerr Dam Project. Assumptions used in the PPL proprietary model were the conveyance price, forward energy price curves, forecasted generation, and forecasted operation and maintenance expenditures that were consistent with assumptions used in the business planning process and a market participant discount rate. Through this analysis, PPL Energy Supply determined the fair value of the Kerr Dam Project to be \$29 million at March 31, 2014.

The assets were valued by the PPL Energy Supply Financial Department, which reports to the President of PPL Energy Supply. Accounting personnel, who report to the CFO, interpreted the analysis to appropriately classify the assets in the fair value hierarchy.

#### Financial Instruments Not Recorded at Fair Value (All Registrants)

The carrying amounts of contract adjustment payments related to the 2011 Purchase Contract component of the 2011 Equity Units and long-term debt on the Balance Sheets and their estimated fair values are set forth below. The fair values of these instruments were estimated using an income approach by discounting future cash flows at estimated current cost of funding rates, which incorporate the credit risk of the Registrants. These instruments are classified as Level 2. The effect of third-party credit enhancements is not included in the fair value measurement.

June 30, 2014		December 31, 2013	
Carrying Amount	Fair Value	Carrying Amount	Fair Value

Contract adjustment payments (a)					
PPL			\$	21	\$ 22
Long-term debt					
PPL	\$ 21,123	\$ 22,958		20,907	22,177
PPL Energy Supply	2,523	2,630		2,525	2,658
PPL Electric	2,602	2,915		2,315	2,483
LKE	4,566	4,879		4,565	4,672
LG&E	1,353	1,428		1,353	1,372
KU	2,091	2,264		2,091	2,155

(a) Included in "Other current liabilities" on the Balance Sheets.

The carrying value of short-term debt (including notes between affiliates), when outstanding, approximates fair value due to the variable interest rates associated with the short-term debt and is classified as Level 2.

## Credit Concentration Associated with Financial Instruments

(All Registrants)

Contracts are entered into with many entities for the purchase and sale of energy. When NPNS is elected, the fair value of these contracts is not reflected in the financial statements. However, the fair value of these contracts is considered when committing to new business from a credit perspective. See Note 14 for information on credit policies used to manage credit risk, including master netting arrangements and collateral requirements.

(PPL and PPL Energy Supply)

At June 30, 2014, PPL and PPL Energy Supply had credit exposure of \$805 million from energy trading partners, excluding exposure from related parties (PPL Energy Supply only) and the effects of netting arrangements, reserves and collateral. As a result of netting arrangements, reserves and collateral, PPL and PPL Energy Supply's credit exposure was reduced to \$340 million. The top ten counterparties including their affiliates accounted for \$192 million, or 56%, of these exposures. Seven of these counterparties had an investment grade credit rating from S&P or Moody's and accounted for 65% of the top ten exposures. The remaining counterparties are below investment grade or have not been rated by S&P or Moody's, but are current on their obligations. See Note 11 for information regarding PPL Energy Supply's related party credit exposure.

(PPL Electric)

PPL Electric is exposed to credit risk under energy supply contracts (including its supply contracts with PPL EnergyPlus); however, its PUC-approved recovery mechanism is anticipated to substantially mitigate this exposure.

(LKE, LG&E and KU)

At June 30, 2014, LKE's, LG&E's and KU's credit exposure was not significant.

## 14. Derivative Instruments and Hedging Activities

### Risk Management Objectives

(All Registrants)

PPL has a risk management policy approved by the Board of Directors to manage market risk associated with commodities, interest rates on debt issuances and foreign exchange (including price, liquidity and volumetric risk) and credit risk (including non-performance risk and payment default risk). The RMC, comprised of senior management and chaired by the Chief Risk Officer, oversees the risk management function. Key risk control activities designed to ensure compliance with the risk policy and detailed programs include, but are not limited to, credit review and approval, validation of transactions and market prices, verification of risk and transaction limits, VaR analyses, portfolio stress tests, gross margin at risk analyses, sensitivity analyses and daily portfolio reporting, including open positions, determinations of fair value, and other risk management metrics.

### Market Risk

Market risk includes the potential loss that may be incurred as a result of price changes associated with a particular financial or commodity instrument as well as market liquidity and volumetric risks. Forward contracts, futures contracts, options, swaps and structured transactions are utilized as part of risk management strategies to minimize



unanticipated fluctuations in earnings caused by changes in commodity prices, volumes of full-requirement sales contracts, basis exposure, interest rates and/or foreign currency exchange rates. Many of the contracts meet the definition of a derivative. All derivatives are recognized on the Balance Sheets at their fair value, unless NPNS is elected.

The table below summarizes the market risks that affect PPL and its Subsidiary Registrants.

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	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Commodity price risk (including basis and volumetric risk)	X	X	M	M	M	M
Interest rate risk:						
Debt issuances	X	X	M	M	M	M
Defined benefit plans	X	X	M	M	M	M
NDT securities	X	X				
Equity securities price risk:						
Defined benefit plans	X	X	M	M	M	M
NDT securities	X	X				
Future stock transactions	X					
Foreign currency risk - WPD investment and earnings	X					

X= PPL and PPL Energy Supply actively mitigate market risks through their risk management programs described above.

M = The regulatory environments for PPL's regulated entities, by definition, significantly mitigate market risk.

#### Commodity price risk

- PPL is exposed to commodity price risk through its domestic subsidiaries as described below. Volumetric risk is significantly mitigated at WPD as a result of the method of regulation in the U.K.
- PPL Energy Supply is exposed to commodity price risk for energy and energy-related products associated with the sale of electricity from its generating assets and other electricity and gas marketing activities and the purchase of fuel and fuel-related commodities for generating assets, as well as for proprietary trading activities.
- PPL Electric is exposed to commodity price risk from its obligation as PLR; however, its PUC-approved cost recovery mechanism substantially eliminates its exposure to this risk. PPL Electric also mitigates its exposure to volumetric risk by entering into full-requirement supply agreements to serve its PLR customers. These supply agreements transfer the volumetric risk associated with the PLR obligation to the energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel, gas supply and environmental expenses. These mechanisms generally provide for timely recovery of market price and volumetric fluctuations associated with these expenses.

#### Interest rate risk

- PPL and its subsidiaries are exposed to interest rate risk associated with forecasted fixed-rate and existing floating-rate debt issuances. WPD holds over-the-counter cross currency swaps to limit exposure to market fluctuations on interest and principal payments from changes in foreign currency exchange rates and interest rates. LG&E utilizes over-the-counter interest rate swaps to limit exposure to market fluctuations on floating-rate debt and LG&E and KU utilize forward starting interest rate swaps to hedge changes in benchmark interest rates, when appropriate, in connection with future debt issuances. This risk for PPL Electric, LG&E and KU is

significantly mitigated due to recovery mechanisms in place.

- PPL and its subsidiaries are exposed to interest rate risk associated with debt securities held by defined benefit plans. This risk is significantly mitigated to the extent that the plans are sponsored at, or sponsored on behalf of, the regulated domestic utilities and for certain plans at WPD due to the recovery mechanisms in place. Additionally, PPL Energy Supply is exposed to interest rate risk associated with debt securities held by the NDT.

#### Equity securities price risk

- PPL and its subsidiaries are exposed to equity securities price risk associated with defined benefit plans. This risk is significantly mitigated at the regulated domestic utilities and for certain plans at WPD due to the recovery mechanisms in place. Additionally, PPL and PPL Energy Supply are exposed to equity securities price risk in the NDT funds.
- PPL is exposed to equity securities price risk from future stock sales and/or purchases.

#### Foreign currency risk

- PPL is exposed to foreign currency exchange risk primarily associated with its investments and earnings in U.K. affiliates.

#### Credit Risk

Credit risk is the potential loss that may be incurred due to a counterparty's non-performance.

PPL is exposed to credit risk from "in-the-money" interest rate and foreign currency derivatives with financial institutions, as well as additional credit risk through certain of its subsidiaries, as discussed below.

PPL Energy Supply is exposed to credit risk from "in-the-money" commodity derivatives with its energy trading partners, which include other energy companies, fuel suppliers, financial institutions, other wholesale customers and retail customers.

The majority of PPL and PPL Energy Supply's credit risk stems from commodity derivatives for multi-year contracts for energy sales and purchases. If PPL Energy Supply's counterparties fail to perform their obligations under such contracts and PPL Energy Supply could not replace the sales or purchases at the same or better prices as those under the defaulted contracts, PPL Energy Supply would incur financial losses. Those losses would be recognized immediately or through lower revenues or higher costs in future years, depending on the accounting treatment for the defaulted contracts. In the event a supplier of LKE (through its subsidiaries LG&E and KU) or PPL Electric defaults on its obligation, those entities would be required to seek replacement power or replacement fuel in the market. In general, incremental costs incurred by these entities would be recoverable from customers in future rates, thus mitigating the financial risk for these entities.

PPL and its subsidiaries have credit policies in place to manage credit risk, including the use of an established credit approval process, daily monitoring of counterparty positions and the use of master netting agreements or provisions. These agreements generally include credit mitigation provisions, such as margin, prepayment or collateral requirements. PPL and its subsidiaries may request additional credit assurance, in certain circumstances, in the event that the counterparties' credit ratings fall below investment grade, their tangible net worth falls below specified percentages or their exposures exceed an established credit limit. See Note 13 for credit concentration associated with energy trading partners.

#### Master Netting Arrangements

Net derivative positions on the balance sheets are not offset against the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) under master netting arrangements.

PPL's and PPL Energy Supply's obligation to return counterparty cash collateral under master netting arrangements was \$13 million and \$9 million at June 30, 2014 and December 31, 2013.

PPL Electric, LKE and LG&E had no obligation to return cash collateral under master netting arrangements at June 30, 2014 and December 31, 2013.

PPL posted \$25 million and LKE and LG&E posted \$21 million of cash collateral under master netting arrangements at June 30, 2014. PPL, LKE and LG&E had posted \$22 million of cash collateral under master netting arrangements at December 31, 2013.

PPL Energy Supply posted an insignificant amount of cash collateral under master netting arrangements at June 30, 2014 and did not post any cash collateral at December 31, 2013. PPL Electric and KU did not post any cash collateral under master netting arrangements at June 30, 2014 and December 31, 2013.

See "Offsetting Derivative Investments" below for a summary of derivative positions presented in the balance sheets where a right of setoff exists under these arrangements.

(PPL and PPL Energy Supply)

Commodity Price Risk (Non-trading)

Commodity price risk, including basis and volumetric risk, is among PPL's and PPL Energy Supply's most significant risks due to the level of investment that PPL and PPL Energy Supply maintain in their competitive generation assets, as well as the extent of their marketing activities. Several factors influence price levels and volatilities. These factors include, but are not

limited to, seasonal changes in demand, weather conditions, available generating assets within regions, transportation/transmission availability and reliability within and between regions, market liquidity, and the nature and extent of current and potential federal and state regulations.

PPL Energy Supply maximizes the value of its unregulated wholesale and unregulated retail energy portfolios through the use of non-trading strategies that include sales of competitive baseload generation, optimization of competitive intermediate and peaking generation and marketing activities.

PPL Energy Supply has a formal hedging program to economically hedge the forecasted purchase and sale of electricity and related fuels for its competitive baseload generation fleet, which includes 7,369 MW (summer rating) of nuclear, coal and hydroelectric generating capacity. PPL Energy Supply attempts to optimize the overall value of its competitive intermediate and peaking fleet, which includes 3,309 MW (summer rating) of natural gas and oil-fired generation. PPL Energy Supply's marketing portfolio is comprised of full-requirement sales contracts and related supply contracts, retail natural gas and electricity sales contracts and other marketing activities. The strategies that PPL Energy Supply uses to hedge its full-requirement sales contracts include purchasing energy (at a liquid trading hub or directly at the load delivery zone), capacity and RECs in the market and/or supplying the energy, capacity and RECs from its generation assets.

PPL and PPL Energy Supply enter into financial and physical derivative contracts, including forwards, futures, swaps and options, to hedge the price risk associated with electricity, natural gas, oil and other commodities. Certain contracts are non-derivatives or NPNS is elected and therefore they are not reflected in the financial statements until delivery. PPL and PPL Energy Supply segregate their non-trading activities into two categories: cash flow hedges and economic activity as discussed below.

#### Cash Flow Hedges

Certain derivative contracts have qualified for hedge accounting so that the effective portion of a derivative's gain or loss is deferred in AOCI and reclassified into earnings when the forecasted transaction occurs. There were no active cash flow hedges during the three and six months ended June 30, 2014. At June 30, 2014, the accumulated net unrecognized after-tax gains (losses) that are expected to be reclassified into earnings during the next 12 months were \$22 million for PPL and PPL Energy Supply. Cash flow hedges are discontinued if it is no longer probable that the original forecasted transaction will occur by the end of the originally specified time periods and any amounts previously recorded in AOCI are reclassified into earnings once it is determined that the hedge transaction is probable of not occurring. There were no such reclassifications for the three and six months ended June 30, 2014 and 2013.

For the three and six months ended June 30, 2014 and 2013, hedge ineffectiveness associated with energy derivatives was insignificant.

#### Economic Activity

Many derivative contracts economically hedge the commodity price risk associated with electricity, natural gas, oil and other commodities but do not receive hedge accounting treatment because they were not eligible for hedge accounting or because hedge accounting was not elected. These derivatives hedge a portion of the economic value of PPL Energy Supply's competitive generation assets and unregulated full-requirement and retail contracts, which are subject to changes in fair value due to market price volatility and volume expectations. Additionally, economic activity also includes the ineffective portion of qualifying cash flow hedges (see "Cash Flow Hedges" above). The derivative contracts in this category that existed at June 30, 2014 range in maturity through 2019.

Examples of economic activity may include hedges on sales of baseload generation, certain purchase contracts used to supply full-requirement sales contracts, FTRs or basis swaps used to hedge basis risk associated with the sale of competitive generation or supplying full-requirement sales contracts, Spark Spread hedging contracts, retail electric and natural gas activities, and fuel oil swaps used to hedge price escalation clauses in coal transportation and other fuel-related contracts. PPL Energy Supply also uses options, which include the sale of call options and the purchase of put options tied to a particular generating unit. Since the physical generating capacity is owned, price exposure is generally capped at the price at which the generating unit would be dispatched and therefore does not expose PPL Energy Supply to uncovered market price risk.

The unrealized gains (losses) for economic activity for the periods ended June 30 were as follows.

	Three Months		Six Months	
	2014	2013	2014	2013
<b>Operating Revenues</b>				
Unregulated wholesale energy	\$ (91)	\$ 590	\$ (880)	\$ (232)
Unregulated retail energy	4	20	(22)	12
<b>Operating Expenses</b>				
Fuel	7	(4)	6	(5)
Energy purchases	39	(479)	619	155

#### Commodity Price Risk (Trading)

PPL Energy Supply has a proprietary trading strategy which is utilized to take advantage of market opportunities primarily in its geographic footprint. As a result, PPL Energy Supply may at times create a net open position in its portfolio that could result in losses if prices do not move in the manner or direction anticipated. Net energy trading margins, which are included in "Unregulated wholesale energy" on the Statements of Income, were \$44 million and \$58 million for the three and six months ended June 30, 2014 and were insignificant for the same periods in 2013.

#### Commodity Volumes

At June 30, 2014, the net volumes of derivative (sales)/purchase contracts used in support of the various strategies discussed above were as follows.

Commodity	Unit of Measure	Volumes (a)			
		2014 (b)	2015	2016	Thereafter
Power	MWh	(20,439,732)	(26,034,375)	(2,187,131)	12,845,473
Capacity	MW-Month	(8,589)	(5,120)	501	9
Gas	MMBtu	66,064,719	40,183,723	55,354,593	37,786,174
Coal	Tons	45,000			
FTRs	MW-Month	4,283	3,364		
Oil	Barrels	68,966	363,660	322,777	269,438

(a) Volumes for option contracts factor in the probability of an option being exercised and may be less than the notional amount of the option.

(b) Represents balance of the current year.

#### Interest Rate Risk

(PPL, LKE, LG&E and KU)

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. Various financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolio, adjust the duration of the debt portfolio and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates.

#### Cash Flow Hedges



(PPL)

Interest rate risks include exposure to adverse interest rate movements for outstanding variable rate debt and for future anticipated financings. Financial interest rate swap contracts that qualify as cash flow hedges may be entered into to hedge floating interest rate risk associated with both existing and anticipated debt issuances. At June 30, 2014, outstanding interest rate swap contracts range in maturity through 2026 for PPL's domestic interest rate swaps. These swaps had an aggregate notional value of \$475 million at June 30, 2014.

At June 30, 2014, PPL held a notional position in cross-currency interest rate swaps totaling \$1.3 billion that range in maturity through 2028 to hedge the interest payments and principal of WPD's U.S. dollar-denominated senior notes.

For the three months ended June 30, 2014, PPL had no hedge ineffectiveness associated with interest rate derivatives. There were insignificant amounts of hedge ineffectiveness associated with interest rate derivatives for the six months ended June 30, 2014 and three and six months ended June 30, 2013.

Cash flow hedges are discontinued if it is no longer probable that the original forecasted transaction will occur by the end of the originally specified time period and any amounts previously recorded in AOCI are reclassified into earnings once it is determined that the hedged transaction is probable of not occurring. For the six months ended June 30, 2014, PPL had an insignificant amount reclassified associated with discontinued cash flow hedges. There were no such reclassifications for the three months ended June 30, 2014 and the three and six months ended June 30, 2013.

At June 30, 2014, the accumulated net unrecognized after-tax gains (losses) on qualifying derivatives that are expected to be reclassified into earnings during the next 12 months were \$(13) million. Amounts are reclassified as the hedged interest payments are made.

#### Economic Activity (PPL, LKE and LG&E)

LG&E enters into interest rate swap contracts that economically hedge interest payments on variable rate debt. Because realized gains and losses from the swaps, including a terminated swap contract, are recoverable through regulated rates, any subsequent changes in fair value of these derivatives are included in regulatory assets or liabilities until they are realized as interest expense. Realized gains and losses are recognized in "Interest Expense" on the Statements of Income when the underlying hedged interest expense is recorded. At June 30, 2014, LG&E held contracts with a notional amount of \$179 million that range in maturity through 2033.

#### Foreign Currency Risk (PPL)

PPL is exposed to foreign currency risk, primarily through investments in and earnings of U.K. affiliates. PPL has adopted a foreign currency risk management program designed to hedge certain foreign currency exposures, including firm commitments, recognized assets or liabilities, anticipated transactions and net investments. In addition, PPL enters into financial instruments to protect against foreign currency translation risk of expected earnings.

#### Net Investment Hedges

PPL enters into foreign currency contracts on behalf of a subsidiary to protect the value of a portion of its net investment in WPD. The contracts outstanding at June 30, 2014 had a notional amount of £306 million (approximately \$494 million based on contracted rates). The settlement dates of these contracts range from November 2014 through June 2016.

Additionally, a PPL Global subsidiary that has a U.S. dollar functional currency entered into GBP intercompany loans payable with PPL WEM subsidiaries that have GBP functional currency. The loans qualify as a net investment hedge for the PPL Global subsidiary. As such, the foreign currency gains and losses on the intercompany loans for the PPL Global subsidiary are recorded to the foreign currency translation adjustment component of OCI. At June 30, 2014, the outstanding balances of the intercompany loans were £38 million (approximately \$64 million based on spot rates). For the three and six months ended June 30, 2014, PPL recognized an insignificant amount of net investment hedge gains (losses) on the intercompany loans in the foreign currency translation adjustment component of OCI. For the three and six months ended June 30, 2013, PPL recognized an insignificant amount and \$6 million of net investment hedge gains (losses) on the intercompany loans in the foreign currency translation adjustment component of OCI.

At June 30, 2014, PPL had \$(16) million of accumulated net investment hedge after tax gains (losses) that were included in the foreign currency translation adjustment component of AOCI, compared to an insignificant amount at December 31, 2013.

#### Economic Activity

PPL enters into foreign currency contracts on behalf of a subsidiary to economically hedge GBP-denominated anticipated earnings. At June 30, 2014, the total exposure hedged by PPL was approximately £1.7 billion (approximately \$2.8 billion based on contracted rates). These contracts had termination dates ranging from July 2014 through December 2016.

#### Accounting and Reporting

(All Registrants)

All derivative instruments are recorded at fair value on the Balance Sheet as an asset or liability unless NPNS is elected. NPNS contracts for PPL and PPL Energy Supply include certain full-requirement sales contracts, other physical purchase and sales contracts and certain retail energy and physical capacity contracts, and for PPL Electric include certain full-requirement purchase contracts and other physical purchase contracts. Changes in the fair value of derivatives not designated as NPNS are recognized currently in earnings unless specific hedge accounting criteria are met and designated as such, except for the

changes in fair values of LG&E's interest rate swaps that are recognized as regulatory assets. See Note 6 for amounts recorded in regulatory assets and regulatory liabilities at June 30, 2014 and December 31, 2013. PPL and PPL Energy Supply have many physical and financial commodity purchases and sales contracts that economically hedge commodity price risk but do not receive hedge accounting treatment. As such, realized and unrealized gains (losses) on these contracts are recorded currently in earnings. Generally each contract is considered a unit of account and PPL and PPL Energy Supply present gains (losses) on physical and financial commodity sales contracts in "Unregulated wholesale energy" or "Unregulated retail energy" and (gains) losses on physical and financial commodity purchase contracts in "Fuel" or "Energy purchases" on the Statements of Income. Certain of the economic hedging strategies employed by PPL Energy Supply utilize a combination of financial purchases and sales contracts which are similarly reported gross as an expense and revenue, respectively, on the Statements of Income. PPL Energy Supply records realized hourly net sales or purchases of physical power with PJM in its Statements of Income as "Unregulated wholesale energy" if in a net sales position and "Energy purchases" if in a net purchase position.

See Notes 1 and 19 in each Registrant's 2013 Form 10-K for additional information on accounting policies related to derivative instruments.

(PPL)

The following table presents the fair value and location of derivative instruments recorded on the Balance Sheets.

	June 30, 2014				December 31, 2013				
	Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments		Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments		
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	
Current:									
Price Risk Management									
Assets/Liabilities (a):									
Interest rate swaps									
(b)			\$	4	\$	82		\$	4
Cross-currency swaps (b)		\$	5			\$	4		
Foreign currency contracts		22		95		16		55	
Commodity contracts			\$	954	1,133		\$	860	750
Total current		27	954	1,232	82	20	860	809	
Noncurrent:									
Price Risk Management									
Assets/Liabilities (a):									
Interest rate swaps									
(b)	\$	1	12	38	9			32	
Cross-currency swaps (b)		42				28			
Foreign currency contracts		5	2	54		4		31	
Commodity contracts			420	347			328	320	

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	Total noncurrent	1	59	422	439	9	32	328	383
Total derivatives	\$	1	\$ 86	\$ 1,376	\$ 1,671	\$ 91	\$ 52	\$ 1,188	\$ 1,192

(a) Represents the location on the Balance Sheets.

(b) Excludes accrued interest, if applicable.

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the periods ended June 30, 2014.

Derivative Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion) Three Months	Derivative Gain (Loss) Recognized in OCI (Effective Portion) Six Months	Location of Gain (Loss) Recognized in Income on Derivative	Three Months		Six Months	
				Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative
				Reclassified from AOCI into Income (Effective Portion)	(Ineffective Portion and Amount Excluded from Effectiveness Testing)	Reclassified from AOCI into Income (Effective Portion)	(Ineffective Portion and Amount Excluded from Effectiveness Testing)
Cash Flow Hedges:							
Interest rate swaps	\$ (14)	\$ (60)	Interest expense	\$ (4)		\$ (9)	\$ 2
Cross-currency swaps	9	(16)	Interest expense	1		1	
			Other income (expense) - net			(29)	

Derivative Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Three Months	Six Months
	Three Months	Six Months			Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Commodity contracts			Unregulated wholesale energy		5	6
			Energy purchases		8	15
			Depreciation			1
<b>Total</b>	<b>\$ (5)</b>	<b>\$ (76)</b>		<b>\$ 10</b>	<b>\$ (15)</b>	<b>\$ 2</b>

Net Investment Hedges:

Foreign currency contracts	\$ (14)	\$ (18)
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Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Six Months
Foreign currency contracts	Other income (expense) - net	\$ (72)	\$ (96)
Interest rate swaps	Interest expense	(2)	(4)
Commodity contracts	Unregulated wholesale energy		
	(a)	(91)	(3,135)
	Unregulated retail energy	12	(52)
	Fuel	8	7
	Energy purchases (b)	78	2,442
<b>Total</b>		<b>\$ (67)</b>	<b>\$ (838)</b>

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Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as		Three Months	Six Months
	Regulatory Liabilities/Assets			
Interest rate swaps	Regulatory assets - noncurrent		\$ (2)	\$ (6)

- (a) The six-month period ended June 30, 2014 includes significant realized and unrealized losses on physical and financial commodity sales contracts due to the unusually cold weather experienced in the first quarter of 2014.
- (b) The six-month period ended June 30, 2014 includes significant realized and unrealized gains on physical and financial commodity purchase contracts due to the unusually cold weather experienced in the first quarter of 2014.

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI, or regulatory assets and regulatory liabilities for the periods ended June 30, 2013.

Derivative Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Three Months Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Reclassified from AOCI into Income (Effective Portion)	Six Months Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Reclassified from AOCI into Income (Effective Portion)	
	Three Months	Six Months				
<b>Cash Flow Hedges:</b>						
Interest rate swaps	\$ 68	\$ 77	Interest expense	\$ (4)	\$ (9)	
Cross-currency swaps	(21)	52	Interest expense	1	1	
			Other income (expense) - net	1	70	
<b>Commodity contracts</b>						
			Unregulated wholesale energy	73	140	
			Energy purchases	(14)	(30)	
			Depreciation	1	1	
<b>Total</b>	<b>\$ 47</b>	<b>\$ 129</b>		<b>\$ 58</b>	<b>\$ 173</b>	
					<b>\$ 1</b>	

Net Investment  
Hedges:

Foreign currency contracts	\$	1	\$	17
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Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in		Three Months		Six Months	
	Income on Derivative					
Foreign currency contracts	Other income (expense) - net	\$	4	\$	123	
Interest rate swaps	Interest expense		(2)		(4)	
Commodity contracts	Unregulated wholesale energy		740		34	
	Unregulated retail energy		22		15	
	Fuel		(3)		(2)	
	Energy purchases		(599)		(13)	
	Total	\$	162	\$	153	

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as		Three Months		Six Months	
	Regulatory Liabilities/Assets					
Interest rate swaps	Regulatory assets - noncurrent	\$	11	\$	15	

Derivatives Designated as Hedging Instruments	Location of Gain (Loss) Recognized as		Three Months		Six Months	
	Regulatory Liabilities/Assets					
Interest rate swaps	Regulatory liabilities - noncurrent	\$	48	\$	58	

(PPL Energy Supply)

The following table presents the fair value and location of derivative instruments recorded on the Balance Sheets.

	June 30, 2014		December 31, 2013	
	Derivatives not designated as hedging instruments		Derivatives not designated as hedging instruments	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Commodity contracts	\$ 954	\$ 1,133	\$ 860	\$ 750
Total current	954	1,133	860	750
Noncurrent:				
Price Risk Management				
Assets/Liabilities (a):				
Commodity contracts	420	347	328	320
Total noncurrent	420	347	328	320
Total derivatives	\$ 1,374	\$ 1,480	\$ 1,188	\$ 1,070

(a) Represents the location on the Balance Sheets.

The following tables present the pre-tax effect of derivative instruments recognized in income or OCI for the periods ended June 30, 2014.

Derivative	Derivative Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gains (Losses) Recognized in Income on Derivative	Three Months		Six Months	
	Three Months	Six Months		Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative
				Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Cash Flow Hedges:							
Commodity contracts			Unregulated wholesale energy	\$ 5		\$ 6	
			Energy purchases		8		15
			Depreciation				1
<b>Total</b>				\$ 13		\$ 22	

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in		Three Months	Six Months
	Income on Derivative			
Commodity contracts	Unregulated wholesale energy (a)		\$ (91)	\$ (3,135)
	Unregulated retail energy		12	(52)
	Fuel		8	7
	Energy purchases (b)		78	2,442
	Total		\$ 7	\$ (738)

(a) The six-month period ended June 30, 2014 includes significant realized and unrealized losses on physical and financial commodity sales contracts due to the unusually cold weather experienced in the first quarter of 2014.

(b) The six-month period ended June 30, 2014 includes significant realized and unrealized gains on physical and financial commodity purchase contracts due to the unusually cold weather experienced in the first quarter of 2014.

The following tables present the pre-tax effect of derivative instruments recognized in income or OCI for the periods ended June 30, 2013.

Derivative Relationships Cash Flow Hedges:	Derivative Gain (Loss) Recognized in OCI (Effective Portion)	Location of Gains (Losses) Recognized in Income on Derivative	Three Months		Six Months	
			Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Recognized in Income on Derivative and Reclassified from AOCI into Income from Effectiveness Testing)	Gain (Loss) Recognized in Income on Derivative and Reclassified from AOCI into Income from Effectiveness Testing)	Gain (Loss) Recognized in Income on Derivative and Reclassified from AOCI into Income from Effectiveness Testing)
Commodity contracts		Unregulated wholesale energy	\$ 73	\$ 140	\$ 1	
		Energy purchases	(14)	(30)		
		Depreciation	1	1		
Total			\$ 60	\$ 111	\$ 1	

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Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months		Six Months	
Commodity contracts	Unregulated wholesale energy	\$	740	\$	34
	Unregulated retail energy		22		15
	Fuel		(3)		(2)
	Energy purchases		(599)		(13)
	Total	\$	160	\$	34

(LKE)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory liabilities for the periods ended June 30, 2013.

Derivative Instruments	Location of Gain (Loss)	Three Months		Six Months	
Interest rate swaps	Regulatory liabilities - noncurrent	\$	48	\$	58

(LG&E)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory liabilities for the periods ended June 30, 2013.

Derivative Instruments	Location of Gain (Loss)	Three Months		Six Months	
Interest rate swaps	Regulatory liabilities - noncurrent	\$	24	\$	29

(KU)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory liabilities for the periods ended June 30, 2013.

Derivative Instruments	Location of Gain (Loss)	Three Months	Six Months
Interest rate swaps	Regulatory liabilities - noncurrent	\$ 24	\$ 29

(LKE and LG&E)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

	June 30, 2014		December 31, 2013	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps		\$ 4		\$ 4
Total current		4		4
Noncurrent:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps		38		32
Total noncurrent		38		32
Total derivatives		\$ 42		\$ 36

(a) Represents the location on the Balance Sheets.

The following tables present the pre-tax effect of derivatives not designated as hedging instruments recognized in income or regulatory assets for the periods ended June 30, 2014.

Derivative Instruments	Location of Gain (Loss)	Three Months	Six Months
	Recognized in Income on Derivatives		
Interest rate swaps	Interest expense	\$ (2)	\$ (4)

Derivative Instruments	Location of Gain (Loss)	Three Months	Six Months
	Recognized in Regulatory Assets		
Interest rate swaps	Regulatory assets - noncurrent	\$ (2)	\$ (6)

The following tables present the pre-tax effect of derivatives not designated as hedging instruments recognized in income or regulatory assets for the periods ended June 30, 2013.

Derivative Instruments	Location of Gain (Loss)	Three Months	Six Months
	Recognized in Income on Derivatives		

Interest rate swaps	Interest expense	\$	(2)	\$	(4)
	Location of Gain (Loss) Recognized in				
Derivative Instruments	Regulatory Assets		Three Months		Six Months
Interest rate swaps	Regulatory assets - noncurrent	\$	11	\$	15

(All Registrants except PPL Electric)

#### Offsetting Derivative Instruments

PPL, PPL Energy Supply, LKE, LG&E and KU or certain of their subsidiaries have master netting arrangements or similar agreements in place including derivative clearing agreements with futures commission merchants (FCMs) to permit the trading of cleared derivative products on one or more futures exchanges. The clearing arrangements permit an FCM to use and apply any property in its possession as a set off to pay amounts or discharge obligations owed by a customer upon default of the customer and typically do not place any restrictions on the FCM's use of collateral posted by the customer. PPL, PPL Energy Supply, LKE, LG&E and KU and their subsidiaries also enter into agreements pursuant to which they trade certain energy and other products. Under the agreements, upon termination of the agreement as a result of a default or other termination event, the non-defaulting party typically would have a right to setoff amounts owed under the agreement against any other obligations arising between the two parties (whether under the agreement or not), whether matured or contingent and irrespective of the currency, place of payment or place of booking of the obligation.

PPL, PPL Energy Supply, LKE, LG&E and KU have elected not to offset derivative assets and liabilities and not to offset net derivative positions against the right to reclaim cash collateral pledged (an asset) or the obligation to return cash collateral received (a liability) under derivatives agreements. The table below summarizes the derivative positions presented in the balance sheets where a right of setoff exists under these arrangements and related cash collateral received or pledged.

	Assets				Liabilities			
	Gross	Eligible for Offset		Net	Gross	Eligible for Offset		Net
Derivative Instruments		Cash Collateral Received	Derivative Instruments			Cash Collateral Pledged		
June 30, 2014								
PPL								
Energy								
Commodities	\$ 1,374	\$ 1,176	\$ 12	\$ 186	\$ 1,480	\$ 1,176	\$ 148	\$ 156
Treasury Derivatives	3	3			277	3	55	219
Total	\$ 1,377	\$ 1,179	\$ 12	\$ 186	\$ 1,757	\$ 1,179	\$ 203	\$ 375

## PPL Energy Supply

Energy								
Commodities	\$ 1,374	\$ 1,176	\$ 12	\$ 186	\$ 1,480	\$ 1,176	\$ 148	\$ 156

## LKE

Treasury Derivatives					\$ 42		\$ 21	\$ 21
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## LG&amp;E

Treasury Derivatives					\$ 42		\$ 21	\$ 21
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## December 31, 2013

PPL								
Energy								
Commodities	\$ 1,188	\$ 912	\$ 7	\$ 269	\$ 1,070	\$ 912	\$ 1	\$ 157
Treasury Derivatives	91	61		30	174	61	23	90
Total	\$ 1,279	\$ 973	\$ 7	\$ 299	\$ 1,244	\$ 973	\$ 24	\$ 247

## PPL Energy Supply

Energy								
Commodities	\$ 1,188	\$ 912	\$ 7	\$ 269	\$ 1,070	\$ 912	\$ 1	\$ 157

## LKE

Treasury Derivatives					\$ 36		\$ 20	\$ 16
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## LG&amp;E

Treasury Derivatives					\$ 36		\$ 20	\$ 16
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## Credit Risk-Related Contingent Features

Certain derivative contracts contain credit risk-related contingent features which, when in a net liability position, would permit the counterparties to require the transfer of additional collateral upon a decrease in the credit ratings of PPL, PPL Energy Supply, LKE, LG&E and KU or certain of their subsidiaries. Most of these features would require

the transfer of additional collateral or permit the counterparty to terminate the contract if the applicable credit rating were to fall below investment grade. Some of these features also would allow the counterparty to require additional collateral upon each downgrade in the credit rating at levels that remain above investment grade. In either case, if the applicable credit rating were to fall below investment grade (i.e., below BBB- for S&P or Fitch, or Baa3 for Moody's), and assuming no assignment to an investment grade affiliate were allowed, most of these credit contingent features require either immediate payment of the net liability as a termination payment or immediate and ongoing full collateralization on derivative instruments in net liability positions.

Additionally, certain derivative contracts contain credit risk-related contingent features that require adequate assurance of performance be provided if the other party has reasonable concerns regarding the performance of PPL's obligation under the contract. A counterparty demanding adequate assurance could require a transfer of additional collateral or other security, including letters of credit, cash and guarantees from a creditworthy entity. This would typically involve negotiations among the parties. However, amounts disclosed below represent assumed immediate payment or immediate and ongoing full collateralization for derivative instruments in net liability positions with "adequate assurance" features.



(All Registrants except PPL Electric and KU)

At June 30, 2014, derivative contracts in a net liability position that contain credit risk-related contingent features, collateral posted on those positions and the related effect of a decrease in credit ratings below investment grade are summarized as follows:

	PPL	PPL Energy Supply	LKE	LG&E
Aggregate fair value of derivative instruments in a net liability position with credit risk-related contingent features	\$ 373	\$ 155	\$ 28	\$ 28
Aggregate fair value of collateral posted on these derivative instruments	155	134	21	21
Aggregate fair value of additional collateral requirements in the event of				
a credit downgrade below investment grade (a)	265 (b)	68 (b)	8	8

(a) Includes the effect of net receivables and payables already recorded on the Balance Sheet.

(b) During the second quarter of 2014, PPL Energy Supply experienced a downgrade in its corporate credit ratings to below investment grade. Amounts related to PPL Energy Supply represent net liability positions subject to further adequate assurance features.

## 15. Goodwill

(PPL)

The change in the carrying amount of goodwill for the six months ended June 30, 2014 was due to the effect of foreign currency exchange rates on the U.K. Regulated segment.

## 16. Asset Retirement Obligations

(All Registrants except PPL Electric)

The changes in the carrying amounts of AROs were as follows.

	PPL	PPL Energy Supply	LKE	LG&E	KU
Balance at December 31, 2013	\$ 705	\$ 404	\$ 252	\$ 74	\$ 178
Accretion expense	22	15	6	2	4
Obligations incurred	1		1		1
Changes in estimated cash flow or settlement date	4		4	1	3
Effect of foreign currency exchange rates	1				
Obligations settled	(5)	(3)	(2)	(2)	
Balance at June 30, 2014	\$ 728	\$ 416	\$ 261	\$ 75	\$ 186

Substantially all of the ARO balances are classified as noncurrent at June 30, 2014 and December 31, 2013.

(PPL and PPL Energy Supply)

The most significant ARO recorded by PPL Energy Supply relates to the decommissioning of the Susquehanna nuclear plant. Assets in the NDT funds are legally restricted for purposes of settling this ARO. See Notes 13 and 17 for additional information on these assets.

(PPL, LKE, LG&E and KU)

LG&E's and KU's accretion and depreciation expense are recorded as a regulatory asset, such that there is no net earnings impact.

#### 17. Available-for-Sale Securities

(PPL and PPL Energy Supply)

Securities held by the NDT funds and auction rate securities are classified as available-for-sale. Available-for-sale securities are carried on the Balance Sheets at fair value. Unrealized gains and losses on these securities are reported, net of tax, in OCI or are recognized currently in earnings when a decline in fair value is determined to be other-than-temporary. The specific identification method is used to calculate realized gains and losses.

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The following table shows the amortized cost, the gross unrealized gains and losses recorded in AOCI and the fair value of available-for-sale securities.

	June 30, 2014				December 31, 2013			
	Amortized	Gross	Gross	Fair	Amortized	Gross	Gross	Fair
Cost	Unrealized	Unrealized	Value		Cost	Unrealized	Unrealized	
		Gains	Losses			Gains	Losses	
NDT funds:								
PPL and PPL Energy Supply								
Cash and cash equivalents	\$ 16			\$ 16	\$ 14			\$ 14
Equity securities	272	\$ 393		665	265	\$ 363		628
Debt securities	218	11	\$ 1	228	217	7	\$ 3	221
Receivables/payables, net	2			2	1			1
Total NDT funds	\$ 508	\$ 404	\$ 1	\$ 911	\$ 497	\$ 370	\$ 3	\$ 864
Auction rate securities:								
PPL	\$ 17		\$ 1	\$ 16	\$ 20		\$ 1	\$ 19
PPL Energy Supply	14		1	13	17		1	16

See Note 13 for details on the securities held by the NDT funds.

There were no securities with credit losses at June 30, 2014 and December 31, 2013.

The following table shows the scheduled maturity dates of debt securities held at June 30, 2014.

	Maturity Less Than 1 Year	Maturity 1-5 Years	Maturity 6-10 Years	Maturity in Excess of 10 Years	Total
PPL					
Amortized cost	\$ 8	\$ 89	\$ 60	\$ 78	\$ 235
Fair value	8	91	63	82	244
PPL Energy Supply					
Amortized cost	\$ 8	\$ 89	\$ 60	\$ 75	\$ 232
Fair value	8	91	63	79	241

The following table shows proceeds from and realized gains and losses on sales of available-for-sale securities for the periods ended June 30.

	Three Months		Six Months	
	2014	2013	2014	2013
PPL and PPL Energy Supply				
Proceeds from sales of NDT securities (a)	\$ 38	\$ 35	\$ 65	\$ 59
Other proceeds from sales			3	
Gross realized gains (b)	5	3	8	7
Gross realized losses (b)	3	2	4	4

(a) These proceeds are used to pay income taxes and fees related to managing the trust. Remaining proceeds are reinvested in the trust.

(b) Excludes the impact of other-than-temporary impairment charges recognized on the Statements of Income.

#### 18. Accumulated Other Comprehensive Income (Loss)

(PPL and PPL Energy Supply)

The after-tax changes in AOCI by component for the periods ended June 30 were as follows.

	Foreign currency translation adjustments	Unrealized gains (losses)			Defined benefit plans			Total
		Available- for-sale securities	Qualifying derivatives	Equity investees' AOCI	Prior service costs	Actuarial gain (loss)	Transition asset (obligation)	
PPL								
March 31, 2014	\$ 120	\$ 177	\$ 67	\$ 1	\$ (5)	\$ (1,790)	\$ 1	\$ (1,429)
Amounts arising during the period	(3)	14	(1)			(2)		8
Reclassifications from AOCI		(1)	(5)		1	28		23
Net OCI during the period	(3)	13	(6)		1	26		31
June 30, 2014	\$ 117	\$ 190	\$ 61	\$ 1	\$ (4)	\$ (1,764)	\$ 1	\$ (1,398)

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	Foreign currency translation adjustments	Unrealized gains (losses) Available- for-sale securities	Qualifying derivatives	Equity investees' AOCI	Prior service costs	Defined benefit plans Actuarial gain (loss)	Transition asset (obligation)	Total
December 31, 2013	\$ (11)	\$ 173	\$ 94	\$ 1	\$ (6)	\$ (1,817)	\$ 1	\$ (1,565)
Amounts arising during the period	128	19	(47)			(2)		98
Reclassifications from AOCI		(2)	14		2	55		69
Net OCI during the period	128	17	(33)		2	53		167
June 30, 2014	\$ 117	\$ 190	\$ 61	\$ 1	\$ (4)	\$ (1,764)	\$ 1	\$ (1,398)
March 31, 2013	\$ (394)	\$ 134	\$ 114	\$ 1	\$ (13)	\$ (1,989)	\$ 1	\$ (2,146)
Amounts arising during the period	(7)	2	24					19
Reclassifications from AOCI		(1)	(36)		2	34		(1)
Net OCI during the period	(7)	1	(12)		2	34		18
June 30, 2013	\$ (401)	\$ 135	\$ 102	\$ 1	\$ (11)	\$ (1,955)	\$ 1	\$ (2,128)
December 31, 2012	\$ (149)	\$ 112	\$ 132	\$ 1	\$ (14)	\$ (2,023)	\$ 1	\$ (1,940)
Amounts arising during the period	(252)	25	86					(141)
Reclassifications from AOCI		(2)	(116)		3	68		(47)
Net OCI during the period	(252)	23	(30)		3	68		(188)
June 30, 2013	\$ (401)	\$ 135	\$ 102	\$ 1	\$ (11)	\$ (1,955)	\$ 1	\$ (2,128)
<b>PPL Energy Supply</b>								
March 31, 2014		\$ 177	\$ 83		\$ (3)	\$ (179)		\$ 78
Amounts arising during the period		14						14
Reclassifications from AOCI		(1)	(8)			2		(7)
Net OCI during the period		13	(8)			2		7
June 30, 2014		\$ 190	\$ 75		\$ (3)	\$ (177)		\$ 85
December 31, 2013		\$ 173	\$ 88		\$ (4)	\$ (180)		\$ 77
Amounts arising during the period		19						19
Reclassifications from AOCI		(2)	(13)		1	3		(11)
		17	(13)		1	3		8

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Net OCI during the period										
June 30, 2014	\$	190	\$	75	\$	(3)	\$	(177)	\$	85
March 31, 2013										
March 31, 2013	\$	134	\$	181	\$	(9)	\$	(261)	\$	45
Amounts arising during the period										
		2								2
Reclassifications from AOCI										
		(1)		(37)		1		4		(33)
Net OCI during the period										
		1		(37)		1		4		(31)
June 30, 2013	\$	135	\$	144	\$	(8)	\$	(257)	\$	14
December 31, 2012										
December 31, 2012	\$	112	\$	211	\$	(10)	\$	(265)	\$	48
Amounts arising during the period										
		25								25
Reclassifications from AOCI										
		(2)		(67)		2		8		(59)
Net OCI during the period										
		23		(67)		2		8		(34)
June 30, 2013	\$	135	\$	144	\$	(8)	\$	(257)	\$	14

The following table presents the gains (losses) and related income taxes for reclassifications from AOCI for the periods ended June 30. The defined benefit plan components of AOCI are not reflected in their entirety in the statement of income during the periods; rather, they are included in the computation of net periodic defined benefit costs (credits). See Note 9 for additional information.

Details about AOCI	Three Months				Affected Line Item on the Statements of Income				
	PPL		PPL Energy Supply						
	2014	2013	2014	2013					
Available-for-sale securities	\$	2	\$	1	\$	2	\$	1	Other Income (Expense) - net
Total Pre-tax		2		1		2		1	
Income Taxes		(1)				(1)			
Total After-tax		1		1		1		1	
Qualifying derivatives									
Interest rate swaps		(4)		(4)					Interest Expense
Cross-currency swaps				1					Other Income (Expense) - net
		1		1					Interest Expense
Energy commodities		5		73		5		73	Unregulated wholesale energy
		8		(14)		8		(14)	Energy purchases
				1				1	Other
Total Pre-tax		10		58		13		60	



## Three Months

Details about AOCI	PPL		PPL Energy Supply		Affected Line Item on the Statements of Income
	2014	2013	2014	2013	
Income Taxes	(5)	(22)	(5)	(23)	
Total After-tax	5	36	8	37	
<b>Defined benefit plans</b>					
Prior service costs	(2)	(3)		(1)	
Net actuarial loss	(36)	(46)	(3)	(7)	
Total Pre-tax	(38)	(49)	(3)	(8)	
Income Taxes	9	13	1	3	
Total After-tax	(29)	(36)	(2)	(5)	
Total reclassifications during the period	\$ (23)	\$ 1	\$ 7	\$ 33	

## Six Months

Details about AOCI	PPL		PPL Energy Supply		Affected Line Item on the Statements of Income
	2014	2013	2014	2013	
Available-for-sale securities	\$ 4	\$ 3	\$ 4	\$ 3	Other Income (Expense) - net
Total Pre-tax	4	3	4	3	
Income Taxes	(2)	(1)	(2)	(1)	
Total After-tax	2	2	2	2	
<b>Qualifying derivatives</b>					
Interest rate swaps	(7)	(9)			Interest Expense
Cross-currency swaps	(29)	70			Other Income (Expense) - net
	1	1			Interest Expense
Energy commodities	6	140	6	140	Unregulated wholesale energy
	15	(30)	15	(30)	Energy purchases
	1	1	1	1	Other
Total Pre-tax	(13)	173	22	111	
Income Taxes	(1)	(57)	(9)	(44)	
Total After-tax	(14)	116	13	67	
<b>Defined benefit plans</b>					
Prior service costs	(4)	(5)	(2)	(3)	
Net actuarial loss	(72)	(93)	(5)	(13)	
Total Pre-tax	(76)	(98)	(7)	(16)	



Income Taxes	19	27	3	6
Total After-tax	(57)	(71)	(4)	(10)
Total reclassifications during the period				
	\$ (69)	\$ 47	\$ 11	\$ 59

## 19. New Accounting Guidance Pending Adoption

(All Registrants)

### Reporting of Discontinued Operations

In April 2014, the Financial Accounting Standards Board (FASB) issued accounting guidance that changes the criteria for determining what should be classified as a discontinued operation and also changes the related presentation and disclosure requirements. A discontinued operation may include a component of an entity or a group of components of an entity, or a business activity.

A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on the entity's operations and financial results when any of the following occurs: (1) The components of an entity or group of components of an entity meets the criteria to be classified as held for sale, (2) The component of an entity or group of components of an entity is disposed of by sale, or (3) The component of an entity or group of components of an entity is disposed of other than by sale (for example, by abandonment or in a distribution to owners in a spinoff).

For public business entities, this guidance should be applied prospectively to all disposals (or classifications as held for sale) of components of an entity that occur within the annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted.

The Registrants are assessing in which period they will adopt this new guidance. The new guidance will impact the amounts presented as discontinued operations on the Statements of Income and will enhance the related disclosure requirements.

#### Accounting for Revenue from Contracts with Customers

In May 2014, the FASB issued accounting guidance that establishes a comprehensive new model for the recognition of revenue from contracts with customers. This model is based on the core principle that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

For public business entities, this guidance can be applied using either a full retrospective or modified retrospective transition method, beginning in annual reporting periods beginning after December 15, 2016 and interim periods within those years. Early adoption is not permitted. The Registrants will adopt this guidance effective January 1, 2017.

The Registrants are currently assessing the impact of adopting this guidance, as well as the transition method they will use.

## Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations

(All Registrants)

This "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" is separately filed by PPL Corporation and each of its Subsidiary Registrants. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The following should be read in conjunction with the Registrants' Condensed Consolidated Financial Statements and the accompanying Notes and with the Registrants' 2013 Form 10-K. Capitalized terms and abbreviations are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted.

"Management's Discussion and Analysis of Financial Condition and Results of Operations" includes the following information:

- "Overview" provides a description of each Registrant's business strategy, a summary of PPL's earnings, a description of key factors expected to impact future earnings and a discussion of important financial and operational developments.
- "Results of Operations" for PPL provides a more detailed analysis of earnings by segment, and for the Subsidiary Registrants includes a summary of earnings. For all Registrants, "Margins" provides explanations of non-GAAP financial measures and "Statement of Income Analysis" addresses significant changes in principal line items on the Statements of Income, comparing the three and six months ended June 30, 2014 with the same periods in 2013.
- "Financial Condition - Liquidity and Capital Resources" provides an analysis of the Registrants' liquidity positions and credit profiles. This section also includes a discussion of rating agency actions.
- "Financial Condition - Risk Management" provides an explanation of the Registrants' risk management programs relating to market and credit risk.

### Overview

#### Introduction

(PPL)

PPL, headquartered in Allentown, Pennsylvania, is an energy and utility holding company. Through subsidiaries, PPL delivers electricity to customers in the U.K., Pennsylvania, Kentucky, Virginia and Tennessee; delivers natural gas to customers in Kentucky; generates electricity from power plants in the northeastern, northwestern and southeastern U.S.; and markets wholesale or retail energy primarily in the northeastern and northwestern portions of the U.S.

PPL's principal subsidiaries are shown below (\* denotes an SEC registrant):

PPL Corporation*				
			PPL Capital Funding	
PPL Global Engages in the regulated distribution of electricity in the U.K.	LKE*	PPL Electric* Engages in the regulated transmission and distribution of electricity in Pennsylvania	PPL Energy Supply*	
	LG&E* Engages in the regulated generation, transmission, distribution and sale of electricity and distribution and sale of natural gas in Kentucky	KU* Engages in the regulated generation, transmission, distribution and sale of electricity, primarily in Kentucky	PPL EnergyPlus Performs energy marketing and trading activities Purchases fuel	PPL Generation Engages in the competitive generation of electricity, primarily in Pennsylvania and Montana
U.K. Regulated Segment	Kentucky Regulated Segment	Pennsylvania Regulated Segment	Supply Segment	

PPL's reportable segments' results primarily represent the results of its related Subsidiary Registrants, except that the reportable segments are also allocated certain corporate level financing and other costs that are not included in the results of the applicable Subsidiary Registrants. The U.K. Regulated segment does not have a related Subsidiary Registrant.

(PPL and PPL Energy Supply)

In June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded, independent power producer named Talen Energy. See "Business Strategy" and "Financial and Operational Developments - Other Financial and Operational Developments - Anticipated Spinoff of PPL Energy Supply" below for additional information.

(PPL Energy Supply)

PPL Energy Supply, headquartered in Allentown, Pennsylvania is an indirect wholly owned subsidiary of PPL and is an energy company that through its principal subsidiaries is primarily engaged in the competitive generation and marketing of electricity in two key markets - the northeastern and northwestern U.S. PPL Energy Supply's principal subsidiaries are PPL EnergyPlus, its marketing and trading subsidiary, and PPL Generation, the owner of its generating facilities in Pennsylvania and Montana.

(PPL Electric)

PPL Electric, headquartered in Allentown, Pennsylvania, is a direct wholly owned subsidiary of PPL and a regulated public utility that is an electricity transmission and distribution service provider in eastern and central Pennsylvania. PPL Electric is subject to regulation as a public utility by the PUC, and certain of its transmission activities are subject to the jurisdiction of FERC under the Federal Power Act. PPL Electric delivers electricity in its Pennsylvania service area and provides electricity supply to retail customers in that area as a PLR under the Customer Choice Act.

(LKE)

LKE, headquartered in Louisville, Kentucky, is a wholly owned subsidiary of PPL and a holding company that owns regulated utility operations through its subsidiaries, LG&E and KU, which constitute substantially all of LKE's assets. LG&E and KU are engaged in the generation, transmission, distribution and sale of electricity. LG&E also engages in the distribution and sale of natural gas. LG&E and KU maintain their separate corporate identities and serve customers in

Kentucky under their respective names. KU also serves customers in Virginia under the Old Dominion Power name and in Tennessee under the KU name.

(LG&E)

LG&E, headquartered in Louisville, Kentucky, is a wholly owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity and distribution and sale of natural gas in Kentucky. LG&E is subject to regulation as a public utility by the KPSC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act.

(KU)

KU, headquartered in Lexington, Kentucky, is a wholly owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity in Kentucky, Virginia and Tennessee. KU is subject to regulation as a public utility by the KPSC, the VSCC and the TRA, and certain of its transmission and wholesale power activities are subject to the jurisdiction of the FERC under the Federal Power Act. KU serves its Virginia customers under the Old Dominion Power name and its Kentucky and Tennessee customers under the KU name.

Business Strategy

(PPL and PPL Energy Supply)

In recognition of the dramatic changes in the wholesale power markets, PPL performed an in-depth analysis of its business mix to determine the best available opportunities to maximize the value of its competitive generation business for shareowners. As a result, in June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded, independent power producer named Talen Energy. Under the terms of the agreements, at closing, PPL will spin off PPL Energy Supply to PPL shareowners and simultaneously combine that business with RJS Power. Upon closing, PPL shareowners will own 65% of Talen Energy and affiliates of Riverstone will own 35%. PPL will have no continuing ownership interest in, control of, or affiliation with Talen Energy and PPL's shareowners will receive a number of Talen Energy shares at closing based on the number of PPL shares owned as of the spinoff record date. The spinoff will have no effect on the number of PPL common shares owned by PPL shareowners or the number of shares of PPL common stock outstanding. The transaction is intended to be tax-free to PPL and its shareowners for U.S. federal income tax purposes and is subject to customary closing conditions, including receipt of certain regulatory approvals by the NRC, the FERC, the DOJ and the PUC. In addition, there must be available, subject to certain conditions, at least \$1 billion of undrawn capacity after excluding any letters of credit or other credit support measures posted in connection with energy marketing and trading transactions then outstanding, under a Talen Energy (or its subsidiaries) revolving credit or similar facility. The transaction is expected to close in the first or second quarter of 2015. Talen Energy will own and operate a diverse mix of approximately 14,000 MW (after proposed divestitures to meet FERC market power tests) of generating capacity in certain U.S. competitive energy markets primarily in PJM and ERCOT.

Following the transaction, PPL will focus solely on its regulated utilities businesses in the U.K., Kentucky and Pennsylvania, serving more than 10 million customers. PPL intends to maintain a strong balance sheet and to manage its finances consistent with maintaining investment grade credit ratings and providing a competitive total shareowner return, including an attractive dividend. In connection with the transaction, and following any required transition services period, PPL is targeting to reduce its annual corporate support costs by an estimated \$185 million. This includes \$110 million of corporate support costs to be transferred to Talen Energy and \$75 million from workforce reduction and other corporate cost savings.

See "Financial and Operational Developments - Other Financial and Operational Developments - Anticipated Spinoff of PPL Energy Supply" and "Part II. Other Information - Item 1A. Risk Factors" below for additional information.

The strategy for PPL Energy Supply is to optimize the value from its competitive generation asset and marketing portfolios while mitigating near-term volatility in both cash flows and earnings. PPL Energy Supply endeavors to do this by matching energy supply with load, or customer demand, under contracts of varying durations with creditworthy counterparties to capture profits while effectively managing exposure to energy and fuel price volatility, counterparty credit risk and operational risk. PPL Energy Supply is focused on maintaining profitability and positive cash flow during this current period of low energy and capacity prices.

(All Registrants except PPL Energy Supply)

The strategy for the regulated businesses of WPD, PPL Electric, LKE, LG&E and KU is to provide efficient, reliable and safe operations and strong customer service, maintain constructive regulatory relationships and achieve timely recovery of costs.

These regulated businesses also focus on providing competitively priced energy to customers and achieving stable, long-term growth in earnings and rate base, or RAV, as applicable. Both rate base and RAV are expected to grow for the foreseeable future as a result of significant capital expenditure programs to maintain existing assets and to improve system reliability and, for LKE, LG&E and KU, to comply with federal and state environmental regulations related to electricity generation facilities. Future RAV for WPD will also be affected by RIIO-ED1, effective April 1, 2015, as the recovery period for assets placed in service after that date will be extended from 20 to 45 years. In addition, incentive targets have been adjusted in RIIO-ED1, resulting in lower overall incentive revenues available to be earned. See "Financial and Operational Developments - Other Financial and Operational Developments - RIIO-ED1 - Fast Tracking" below for additional information.

Recovery of capital project costs is attained through various rate-making mechanisms, including periodic base rate case proceedings, FERC formula rate mechanisms, and other regulatory agency-approved recovery mechanisms. In Kentucky, the KPSC has adopted a series of regulatory mechanisms (ECR, DSM, GLT, fuel adjustment clause, gas supply clause and recovery on certain construction work-in-progress) that reduce regulatory lag and provide for timely recovery of and a return on, as appropriate, prudently incurred costs. In Pennsylvania, the FERC transmission formula rate, DSIC mechanism and other recovery mechanisms are in place to reduce regulatory lag and provide for timely recovery of and a return on, as appropriate, prudently incurred costs. See "Item 1. Business - Segment Information - U.K. Regulated Segment - Revenues and Regulation" in PPL's 2013 Form 10-K for changes to the regulatory framework in the U.K. applicable to WPD beginning in April 2015.

(PPL)

Earnings generated by PPL's U.K. subsidiaries are subject to foreign currency translation risk. The U.K. subsidiaries also have currency exposure to the U.S. dollar to the extent they have U.S. dollar denominated debt. To manage these risks, PPL generally uses contracts such as forwards, options and cross currency swaps that contain characteristics of both interest rate and foreign currency exchange contracts.

(All Registrants)

To manage financing costs and access to credit markets, and to fund capital expenditures, a key objective of the Registrants is to maintain targeted credit profiles and liquidity positions. In addition, the Registrants have financial and operational risk management programs that, among other things, are designed to monitor and manage exposure to earnings and cash flow volatility related to, as applicable, changes in energy and fuel prices, interest rates, counterparty credit quality and the operating performance of generating units. To manage these risks, PPL generally uses contracts such as forwards, options, swaps and insurance contracts.

## Financial and Operational Developments

### Earnings (PPL)

PPL's earnings by reportable segments for the periods ended June 30 were as follows.

	Three Months			Six Months		
	2014	2013	% Change	2014	2013	% Change
U.K. Regulated	\$ 187	\$ 245	(24)	\$ 393	\$ 558	(30)
Kentucky Regulated	58	49	18	165	134	23
Pennsylvania Regulated	52	45	16	137	109	26
Supply	5	77	(94)	(70)	31	(326)



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Corporate and Other (a)	(73)	(11)	564	(80)	(14)	471
Net Income Attributable to						
PPL Shareowners	\$ 229	\$ 405	(43)	\$ 545	\$ 818	(33)
EPS - basic	\$ 0.35	\$ 0.68	(49)	\$ 0.84	\$ 1.39	(40)
EPS - diluted (b)	\$ 0.34	\$ 0.63	(46)	\$ 0.83	\$ 1.28	(35)

(a) Primarily represents financing and certain other costs incurred at the corporate level that have not been allocated or assigned to the segments, which are presented to reconcile segment information to PPL's consolidated results. 2014 includes certain costs related to the anticipated spinoff of PPL Energy Supply. See the following table of special items for additional information.

(b) See "2011 Equity Units" below and Note 4 to the Financial Statements for information on the Equity Units' impact on the calculation of diluted EPS.

The following after-tax gains (losses), in total, which management considers special items, impacted the results of PPL's reportable segments for the periods ended June 30. See PPL's "Results of Operations - Segment Earnings" for details of each segment's special items.

	Three Months			Six Months		
	2014	2013	Change	2014	2013	Change
U.K. Regulated	\$ (33)	\$ 19	\$ (52)	\$ (91)	\$ 94	\$ (185)
Kentucky Regulated	1	1		1	2	(1)
Pennsylvania Regulated	(4)		(4)	(4)		(4)
Supply	(36)	74	(110)	(185)	(43)	(142)
Corporate and Other (a)	(56)		(56)	(56)		(56)
Total PPL	\$ (128)	\$ 94	\$ (222)	\$ (335)	\$ 53	\$ (388)

(a) Includes \$46 million of deferred income tax expense to adjust valuation allowances on deferred tax assets for state net operating loss carryforwards and \$10 million, after-tax, of transactions costs related to the anticipated spinoff of PPL Energy Supply. See Note 8 to the Financial Statements for additional information.

The changes in PPL's reportable segments results for the three and six-months ended June 30, 2014 compared with 2013, excluding the impact of special items, were due to the following factors (on an after-tax basis):

- Decrease at the U.K. Regulated segment for the three-month period was primarily due to higher U.S. income taxes due to a 2013 favorable tax ruling and the adverse impact of weather on utility revenues, partially offset by higher utility revenues from the April 1, 2014 and 2013 price increases and lower pension expense. Increase for the six-month period was primarily due to higher utility revenues from the April 1, 2014 and 2013 price increases, lower pension expense and lower U.K. income taxes, partially offset by the adverse impact of weather on utility revenues, higher U.S. income taxes due to a 2013 favorable tax ruling, higher network maintenance and higher depreciation expense.
- Increase at the Kentucky Regulated segment for the three-month period was primarily due to returns on additional environmental capital investments, partially offset by higher operation and maintenance expense. Increase for the six-month period was primarily due to returns on additional capital investments and higher sales volumes due to unusually cold weather in the first quarter of 2014, partially offset by higher operation and maintenance expense driven by storm-related expenses and timing of generation maintenance outages.
- Increases at the Pennsylvania Regulated segment for the three and six-month periods were primarily due to higher transmission margins from returns on additional capital investments and the recovery of additional costs through FERC formula based rates, partially offset by higher interest expense. Increase for the six-month period also includes higher distribution margins primarily due to unusually cold weather in the first quarter of 2014, returns on additional distribution improvement capital investments and a benefit from a change in estimate of a regulatory liability.
- Increases at the Supply segment for the three and six-month periods were primarily due to unrealized gains on certain commodity positions, higher Eastern margins from higher capacity prices, improved availability of baseload power plants and lower interest expense, partially offset by lower baseload energy prices. Earnings for the six-month period were also favorably impacted by net benefits from unusually cold weather in the first quarter of 2014, partially offset by lower western U.S. margins.

See "Results of Operations" below for further discussion of PPL's reportable segments and analysis of results of operations.

## 2014 Outlook

(PPL)

Excluding special items, lower earnings are expected in 2014 compared with 2013, primarily due to lower energy margins in the Supply segment. The factors underlying these projections by segment and Subsidiary Registrant are discussed below (on an after-tax basis).

(PPL's U.K. Regulated Segment)

Excluding special items, higher earnings are projected in 2014 compared with 2013, primarily driven by higher electricity delivery revenue and lower pension expense, partially offset by higher income taxes, higher depreciation and higher financing costs.

(PPL's Kentucky Regulated Segment and LKE, LG&E and KU)

Excluding special items, lower earnings are projected in 2014 compared with 2013, primarily driven by higher operation and

maintenance expense, higher depreciation and higher financing costs, partially offset by returns on additional environmental capital investments and increased sales volumes.

(PPL's Pennsylvania Regulated Segment and PPL Electric)

Excluding special items, higher earnings are projected in 2014 compared with 2013, primarily driven by higher transmission margins, returns on distribution improvement capital investments and a benefit from a change in estimate of a regulatory liability, partially offset by higher financing costs and higher income taxes.

(PPL's Supply Segment and PPL Energy Supply)

Excluding special items, lower earnings are projected in 2014 compared with 2013, primarily driven by lower energy and capacity prices, partially offset by the net benefits due to unusually cold weather in the first quarter of 2014, lower financing costs and lower income taxes.

(All Registrants)

Earnings in future periods are subject to various risks and uncertainties. See "Forward-Looking Information," the rest of this Item 2, Notes 6 and 10 to the Financial Statements in this Form 10-Q (as applicable) and "Item 1. Business" and "Item 1A. Risk Factors" in the Registrants' 2013 Form 10-K for a discussion of the risks, uncertainties and factors that may impact future earnings.

Other Financial and Operational Developments

Economic and Market Conditions

(All Registrants except PPL Electric)

The businesses of PPL Energy Supply, LKE, LG&E and KU are subject to extensive federal, state and local environmental laws, rules and regulations, including those pertaining to coal combustion residuals, GHG, effluent limitation guidelines and MATS. See "Financial Condition - Environmental Matters" below for additional information on these requirements. These and other stringent environmental requirements, combined with low energy margins for competitive generation, have led several energy companies, including PPL, PPL Energy Supply, LKE, LG&E and KU, to announce plans to either temporarily or permanently close, or place in long-term reserve status, and/or impair certain of their coal-fired generating plants.

(PPL and PPL Energy Supply)

In the fourth quarter of 2013, management tested the Brunner Island and Montour plants for impairment and concluded neither was impaired as of December 31, 2013. There were no events or changes in circumstances that indicated a recoverability test was required to be performed in 2014. The carrying value of the Pennsylvania coal-fired generation assets was \$2.5 billion as of June 30, 2014 (\$1.3 billion for Brunner Island and \$1.2 billion for Montour).

As a result of current economic and market conditions, the announced transaction with affiliates of Riverstone to form Talen Energy, PPL Energy Supply's current sub-investment grade credit rating and Talen Energy's expected sub-investment grade credit rating, PPL Energy Supply is reviewing its business and operational plans. This review includes capital and operation and maintenance expenditures, its hedging strategies and potential plant modifications to burn lower cost fuels. See "Margins - Changes in Non-GAAP Financial Measures - Unregulated Gross Energy

Margins" below for additional information on energy margins. Full-year 2014 energy margins are projected to be lower compared to 2013 due to a higher average hedge price in 2013, partially offset by higher pricing on unhedged generation.

(All Registrants)

The Registrants cannot predict the impact that future economic and market conditions and regulatory requirements may have on their financial condition or results of operations.

### Anticipated Spinoff of PPL Energy Supply

(PPL, PPL Energy Supply and PPL Electric)

Following the announcement of the transaction to form Talen Energy as discussed in "Business Strategy" above, efforts have been initiated to identify the appropriate staffing for Talen Energy and for PPL and its subsidiaries following completion of the spinoff. Organizational plans are expected to be completed by the end of 2014. As a result, charges for employee separation and related costs are anticipated to be recorded in future periods. The separation costs to be incurred include cash severance compensation, lump sum COBRA reimbursement payments, accelerated stock-based compensation vesting, pro-rated performance-based cash incentive and stock-based compensation awards and outplacement services. At present, there is considerable uncertainty as to the range of costs that will be incurred and when those costs will be recognized, as the amount of each category of costs will depend on the number of employees leaving the company, current position and compensation level, years of service and expected separation date. Additionally, certain of these costs are expected to be reimbursed to PPL by Talen Energy upon closing of the transaction. As a result, a range of the separation costs associated with the spinoff transaction and the timing of when those costs will be recognized cannot be reasonably estimated at this time but could be material.

(PPL)

As a result of the spinoff announcement, PPL recorded \$46 million of deferred income tax expense during the three and six months ended June 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.

In addition, PPL recorded \$16 million of third-party costs during the three and six months ended June 30, 2014 related to this transaction in "Other Income (Expense) - net" on the Statement of Income, primarily for investment bank advisory, legal, consulting and accounting fees. PPL cannot currently estimate a range of total third-party costs that will ultimately be incurred; however, additional costs of at least \$26 million will be recognized upon closing of the transaction.

The assets and liabilities of PPL Energy Supply will continue to be classified as "held and used" on PPL's Balance Sheet until the closing of the transaction. The spinoff announcement was evaluated and determined not to be an event or a change in circumstance that required a recoverability test or a goodwill impairment assessment. However, an impairment loss could be recognized by PPL at the spinoff date if the aggregate carrying amount of PPL Energy Supply's assets and liabilities exceeds its aggregate fair value at that date. PPL cannot currently predict whether an impairment loss will be recorded at the spinoff date.

(PPL Energy Supply)

PPL Energy Supply will treat the combination with RJS Power as an acquisition, as PPL Energy Supply will be considered the accounting acquirer in accordance with business combination accounting guidance.

### Montana Hydro Sale Agreement (PPL and PPL Energy Supply)

In September 2013, PPL Montana executed a definitive agreement to sell to NorthWestern 633 MW of hydroelectric generating facilities located in Montana for \$900 million in cash, subject to certain adjustments. In April 2014, the DOJ and Federal Trade Commission granted early termination of PPL Montana's and NorthWestern's notifications under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The sale remains subject to closing conditions, including receipt of regulatory approvals by the FERC and the MPSC and certain third-party consents. The sale is not

expected to close before the fourth quarter of 2014.

(PPL)

#### Ofgem Review of Line Loss Calculation

In March 2014, Ofgem issued its final decision on the methodology to be used by all network operators to calculate the final line loss incentives and penalties for the DPCR4, which ended in March 2010. As a result, in the first quarter of 2014 WPD recorded an increase of \$65 million to its existing liability with a reduction to "Utility" revenues on the Statement of Income. In June 2014, WPD applied for judicial review of certain of Ofgem's decisions related to closing out the DPCR4 line loss mechanism. The primary relief sought is for Ofgem to reconsider the overall proportionality of penalties imposed on WPD. The entire process could last through the second quarter of 2015. WPD's total recorded liability at June 30, 2014 was \$106

million, all of which will be refunded to customers beginning April 1, 2015 through March 31, 2019. See Note 6 to the Financial Statements for additional information.

#### RIIO-ED1 - Fast Tracking

In February 2014, WPD elected to accept the decision of Ofgem to set the real cost of equity to be used during the RIIO-ED1 period at 6.4% compared to 6.7% proposed by WPD, and remain in the fast-track process. The change in the cost of equity is not expected to have a significant impact on the results of operations for PPL. Also, in February 2014, Ofgem published formal confirmation that WPD's Business Plans submitted by its four DNOs have been accepted as submitted, or "fast-tracked," for the eight-year price control period starting April 1, 2015. Fast tracking affords several benefits to the WPD DNOs including the ability to collect additional revenue equivalent to 2.5% of total annual expenditure during the eight-year price control period, or approximately \$35 million annually, greater revenue certainty and a higher level of cost savings retention. The deadline to challenge the fast tracking occurred in June 2014 and no third parties have filed objections. See "Item 1. Business - Segment Information - U.K. Regulated Segment" of PPL's 2013 Form 10-K for additional information on RIIO-ED1.

#### Distribution Revenue Reduction

As discussed in PPL's 2013 Form 10-K, in December 2013, WPD and other U.K. DNOs announced agreements with the U.K. Department of Energy and Climate Change and Ofgem to a reduction of £5 per residential customer of electricity distribution revenues that otherwise would have been collected in the regulatory year beginning April 1, 2014. Full recovery of the revenue reduction, together with the associated carrying cost, was expected to occur during the regulatory year beginning April 1, 2015 for three of the WPD DNOs, and over the eight year RIIO-ED1 regulatory period for the fourth DNO. However, in July 2014, Ofgem decided that full recovery will occur for all WPD DNOs in the regulatory year beginning April 1, 2016. PPL projects that, as a result of this change and changes in foreign exchange rate assumptions, 2014 and 2015 earnings for its U.K. Regulated segment will now be adversely affected by \$31 million and \$16 million, respectively, and earnings for 2016 will be positively affected by \$33 million with the remainder to be recovered in later periods.

#### 2011 Equity Units

In March 2014, PPL Capital Funding remarketed \$978 million of 4.32% Junior Subordinated Notes due 2019 that were originally issued in April 2011 as a component of PPL's 2011 Equity Units. In connection with the remarketing, PPL Capital Funding retired \$228 million of the 4.32% Junior Subordinated Notes due 2019 and issued \$350 million of 2.189% Junior Subordinated Notes due 2017 and \$400 million 3.184% of Junior Subordinated Notes due 2019. Simultaneously the newly issued Junior Subordinated Notes were exchanged for \$350 million of 3.95% Senior Notes due 2024 and \$400 million of 5.00% Senior Notes due 2044. In May 2014, PPL issued 31.7 million shares of common stock at \$30.86 per share to settle the 2011 Purchase Contracts. PPL received net cash proceeds of \$978 million, which were used to repay short-term debt and for general corporate purposes.

#### Kerr Dam Project Arbitration Decision and Impairment (PPL Energy Supply)

PPL Montana holds a joint operating license issued for the Kerr Dam Project. The license extends until 2035 and, between 2015 and 2025, the Confederated Salish and Kootenai Tribes of the Flathead Nation (the Tribes) have the option to purchase, hold and operate the Kerr Dam Project. The parties submitted the issue of the appropriate amount of the conveyance price to arbitration in February 2013. In March 2014, the arbitration panel issued its final decision holding that the conveyance price payable by the Tribes to PPL Montana is \$18 million. As a result of the decision, in the first quarter of 2014 PPL Energy Supply performed a recoverability test on the Kerr Dam Project and recorded an impairment charge of \$18 million (\$10 million after-tax) to reduce the carrying amount to its fair value, at that time,



of \$29 million. See Note 13 to the Financial Statements for additional information.

Susquehanna Turbine Blade Inspection (PPL and PPL Energy Supply)

PPL Susquehanna continues to make modifications to address the causes of turbine blade cracking at the PPL Susquehanna nuclear plant that was first identified in 2011. In March 2014, Unit 2 completed its planned turbine inspection outage to replace blades. Unit 1 completed its planned refueling and turbine inspection outage in June 2014. Similar blade replacements were completed and modifications will also be implemented to reduce the likelihood of blade cracking, including the installation of shorter last stage blades on one of the low pressure turbines. In June 2014, Unit 2 was shut down for blade inspection and replacement, as well as additional maintenance. Unit 2 returned to service in early July and the

financial impact of the Unit 2 outage was not material. PPL Susquehanna will continue to monitor blade performance and work with the turbine manufacturer to identify and resolve the issues causing the blade cracking.

#### Regional Transmission Expansion Plan (PPL and PPL Electric)

On July 31, 2014, PPL Electric announced that it had submitted a proposal to PJM to build a new regional transmission line pursuant to the competitive solicitation process authorized by FERC Order 1000. The proposed line would run from western Pennsylvania into New York and New Jersey and also south into Maryland, covering approximately 725 miles. The line would help ensure adequate supplies of electricity to replace existing coal-fired power plants that are expected to retire. As proposed, the project would begin in 2017 and the line would be in operation between 2023 and 2025. The project is estimated to cost \$4 billion to \$6 billion.

#### Storm Damage Expense Rider (SDER) (PPL Electric)

In its December 28, 2012 final rate case order, the PUC directed PPL Electric to file a proposed SDER. In March 2013, PPL Electric filed its proposed SDER with the PUC and, as part of that filing, requested recovery of the 2012 qualifying storm costs related to Hurricane Sandy. On April 3, 2014, the PUC issued a final order approving the SDER. The SDER will be effective January 1, 2015 and will initially include actual storm costs compared to collections from December 2013 through November 2014. As a result of the order, PPL Electric reduced its regulatory liability by \$12 million related to collections in excess of costs incurred from January 1, 2013 to November 30, 2013 that are not required to be refunded to customers. Also, as part of the order, PPL Electric can recover Hurricane Sandy storm damage costs through the SDER over a three-year period beginning January 2015. On June 20, 2014, the Office of Consumer Advocate filed a petition for review of the April 2014 order with the Commonwealth Court of Pennsylvania. The case remains pending. See "Pennsylvania Activities - Storm Damage Expense Rider" in Note 6 to the Financial Statements for additional information.

#### FERC Wholesale Formula Rates (LKE and KU)

In September 2013, KU filed an application with the FERC to adjust the formula rate under which KU provides wholesale requirements power sales to 12 municipal customers. Among other changes, the application requests an amended formula whereby KU would charge cost-based rates with a subsequent true-up to actual costs, replacing the current formula which does not include a true-up. KU's application proposed an authorized return on equity of 10.7%. Certain elements, including the new formula rate, became effective April 23, 2014 subject to refund. In April 2014, nine municipalities submitted notices of termination, under the original notice period provisions, to cease taking power under the wholesale requirements contracts, such terminations to be effective in 2019, except in the case of one municipality with a 2017 effective date. In July 2014, KU agreed on settlement terms with the two municipal customers that did not provide termination notices and filed the settlement proposal with the FERC for its approval. If approved, the settlement agreement will resolve the rate case with respect to these two municipalities, including an authorized return on equity of 10% or the return on equity awarded to other parties in this case, whichever is lower. Also in July 2014, KU made a contractually required filing with the FERC that addressed certain rate recovery matters affecting the nine terminating municipalities during the remaining term of their contracts. KU cannot currently predict the outcome of its FERC applications regarding its wholesale power agreements with the municipalities.

### Results of Operations

(PPL)

The discussion for PPL provides a review of results by reportable segment. The "Margins" discussion provides explanations of non-GAAP financial measures (Kentucky Gross Margins, Pennsylvania Gross Delivery Margins and Unregulated Gross Energy Margins) and a reconciliation of non-GAAP financial measures to "Operating Income." The "Statement of Income Analysis" discussion addresses significant changes in principal line items on PPL's Statements of Income, comparing the three and six months ended June 30, 2014 with the same periods in 2013. "Segment Earnings, Margins and Statement of Income Analysis" is presented separately for PPL.

Tables analyzing changes in amounts between periods within "Segment Earnings" and "Statement of Income Analysis" are presented on a constant U.K. foreign currency exchange rate basis, where applicable, in order to isolate the impact of the change in the exchange rate on the item being explained. Results computed on a constant U.K. foreign currency exchange rate basis are calculated by translating current year results at the prior year weighted-average U.K. foreign currency exchange rate.

(Subsidiary Registrants)

The discussion for each of PPL Energy Supply, PPL Electric, LKE, LG&E and KU provides a summary of earnings. The "Margins" discussion includes a reconciliation of non-GAAP financial measures to "Operating Income" and "Statement of Income Analysis" addresses significant changes in principal line items on the Statements of Income comparing the three and six months ended June 30, 2014 with the same periods in 2013. "Earnings, Margins and Statement of Income Analysis" are presented separately for PPL Energy Supply, PPL Electric, LKE, LG&E and KU.

(All Registrants)

The results for interim periods can be disproportionately influenced by numerous factors and developments and by seasonal variations. As such, the results of operations for interim periods do not necessarily indicate results or trends for the year or future periods.

### PPL: Segment Earnings, Margins and Statement of Income Analysis

#### Segment Earnings

##### U.K. Regulated Segment

The U.K. Regulated segment consists of PPL Global, which primarily includes WPD's regulated electricity distribution operations and certain costs, such as U.S. income taxes, administrative costs and allocated financing costs. The U.K. Regulated segment represents 72% of Net Income Attributable to PPL Shareowners for the six months ended June 30, 2014 and 34% of PPL's assets at June 30, 2014.

Net Income Attributable to PPL Shareowners for the periods ended June 30 includes the following results:

	Three Months			Six Months		
	2014	2013	% Change	2014	2013	% Change
Utility revenues	\$ 659	\$ 559	18	\$ 1,296	\$ 1,197	8
Energy-related businesses	13	13		24	23	4
Total operating revenues	672	572	17	1,320	1,220	8
Other operation and maintenance	117	112	4	225	229	(2)
Depreciation	87	72	21	170	146	16
Taxes, other than income	40	36	11	78	73	7
Energy-related businesses	8	7	14	15	14	7
Total operating expenses	252	227	11	488	462	6
Other Income (Expense) - net	(72)	4	(1,900)	(96)	124	(177)
Interest Expense	115	104	11	237	211	12
Income Taxes	46		n/a	106	113	(6)
Net Income Attributable to PPL Shareowners	\$ 187	\$ 245	(24)	\$ 393	\$ 558	(30)

The changes in the results of the U.K. Regulated segment between these periods were due to the factors set forth below, which reflect certain items that management considers special and effects of foreign currency exchange on separate lines within the table and not in their respective Statement of Income line items. See below for additional detail of the special items.

		Three Months	Six Months
U.K.			
	Utility revenues	\$ 14	\$ 54
	Other operation and maintenance	6	13
	Depreciation	(7)	(13)
	Interest expense	(5)	(9)
	Other		(3)
	Income taxes		(3)
U.S.			
	Interest expense and other	1	(3)
	Income taxes	(18)	(21)
	Foreign currency exchange, after-tax	3	5
	Special items, after-tax	(52)	(185)
	Total	\$ (58)	\$ (165)

## U.K.

- Higher utility revenues for the three-month period primarily due to a \$52 million impact from the April 1, 2014 and 2013 price increases, partially offset by \$33 million of lower volume due primarily to weather.

Higher utility revenues for the six-month period primarily due to a \$120 million impact from the April 1, 2014 and 2013 price increases, partially offset by \$56 million of lower volume due primarily to weather and \$7 million from adverse customer mix.

- Lower other operation and maintenance for the six-month period primarily due to \$17 million of lower pension expense and \$9 million of lower engineering management expense, partially offset by \$16 million of higher network maintenance expense.
- Higher depreciation expense for the three and six-month periods primarily due to PP&E additions.
- Higher interest expense for the three and six-month periods primarily due to the October 2013 debt issuance.

## U.S.

- Higher income taxes for the three and six-month periods primarily due to a \$19 million 2013 adjustment related to a ruling obtained from the IRS impacting the recalculation of 2010 U.K. earnings and profits.

The following after-tax gains (losses), which management considers special items, also impacted the U.K. Regulated segment's results during the periods ended June 30.

	Income Statement Line Item	Three Months 2014	2013	Six Months 2014	2013
	Other Income				
Foreign currency-related economic hedges, net of tax of \$18, \$3, \$21, (\$39) (a)	(Expense)-net	\$ (33)	\$ (5)	\$ (39)	\$ 73
WPD Midlands acquisition-related adjustments:					
	Other Operation and Maintenance				(1)
Separation benefits, net of tax of \$0, \$0, \$0, \$1					
	Other Operation and Maintenance				(2)
Other acquisition-related adjustments, net of tax of \$0, \$0, \$0, \$0					
Other:					
Windfall Profits Tax litigation (b)	Income Taxes		43		43
Change in WPD line loss accrual, net of tax of \$0, \$5, \$13, \$5 (c)	Utility Revenues		(19)	(52)	(19)
Total		\$ (33)	\$ 19	\$ (91)	\$ 94

(a) Represents unrealized gains (losses) on contracts that economically hedge anticipated earnings denominated in GBP.

- (b) In May 2013, the U.S. Supreme Court reversed the December 2011 ruling, by the U.S. Court of Appeals for the Third Circuit, concerning the creditability for income tax purposes of the U.K. Windfall Profits Tax. As a result of the U.S. Supreme Court ruling, PPL recorded an income tax benefit during the three and six months ended June 30, 2013. See Note 5 to the Financial Statements for additional information.
- (c) WPD Midlands recorded an adjustment to its line loss accrual in June 2013 based on information provided by Ofgem regarding the calculation of line loss incentive/penalty for all network operators related to DPCR4, a price control period that ended prior to PPL's acquisition of WPD Midlands. In March 2014, Ofgem issued its final decision on the DPCR4 line loss incentives and penalties mechanism. As a result, WPD increased its existing liability by \$65 million for over-recovery of line losses. See Note 6 to the Financial Statements for additional information.

#### Kentucky Regulated Segment

The Kentucky Regulated segment consists primarily of LKE's regulated electricity generation, transmission and distribution operations of LG&E and KU, as well as LG&E's regulated distribution and sale of natural gas in Kentucky. In addition, certain financing costs are allocated to the Kentucky Regulated segment. The Kentucky Regulated segment represents 30% of Net Income Attributable to PPL Shareowners for the six months ended June 30, 2014 and 25% of PPL's assets at June 30, 2014.

Net Income Attributable to PPL Shareowners for the periods ended June 30 includes the following results:

	Three Months			Six Months		
	2014	2013	% Change	2014	2013	% Change
Utility revenues	\$ 722	\$ 682	6	\$ 1,656	\$ 1,482	12
Fuel	231	216	7	508	447	14
Energy purchases	36	37	(3)	160	123	30
Other operation and maintenance	206	197	5	412	394	5
Depreciation	87	83	5	173	165	5
Taxes, other than income	13	12	8	26	24	8
Total operating expenses	573	545	5	1,279	1,153	11
Other Income (Expense) - net	(2)		n/a	(4)	(2)	100
Interest Expense	53	61	(13)	108	116	(7)
Income Taxes	36	28	29	100	78	28
Income (Loss) from Discontinued Operations		1	(100)		1	(100)
Net Income Attributable to PPL Shareowners	\$ 58	\$ 49	18	\$ 165	\$ 134	23

The changes in the results of the Kentucky Regulated segment between these periods were due to the factors set forth below, which reflect amounts classified as Kentucky Gross Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items. See below for additional detail of these special items.

	Three Months	Six Months
Kentucky Gross Margins	\$ 24	\$ 74
Other operation and maintenance	(7)	(18)
Depreciation	(4)	(7)
Interest expense	8	8
Other	(4)	(3)
Income taxes	(8)	(22)
Special items, after-tax		(1)
Total	\$ 9	\$ 31

- See "Margins - Changes in Non-GAAP Financial Measures" for an explanation of Kentucky Gross Margins.
- Higher other operation and maintenance for the three month period primarily due to \$3 million of higher costs due to the timing and scope of scheduled generation maintenance outages and higher storm expenses of \$3 million.
- Higher other operation and maintenance for the six month period primarily due to \$6 million of higher costs due to the timing and scope of scheduled generation maintenance outages and higher storm expenses of \$9 million.
- Higher depreciation expense for the three and six month periods primarily due to PP&E additions, net.
- Lower interest expense for the three and six month periods primarily due to the remarketing of the PPL Capital Funding Junior Subordinated Notes component of the 2010 Equity Units and simultaneous exchange



into Senior Notes in the second quarter of 2013 partially offset by increased expense due to the issuance of \$500 million First Mortgage Bonds in November 2013.

- Higher income taxes for the three and six month periods primarily due to higher pre-tax income.

The following after-tax gains (losses), which management considers special items, also impacted the Kentucky Regulated segment's results during the periods ended June 30.

	Income Statement Line Item	Three Months 2014	Three Months 2013	Six Months 2014	Six Months 2013
EEI adjustments, net of tax of \$0, \$0, \$0, \$0 (a)	Other Income (Expense)-net	\$ 1		\$ 1	\$ 1
LKE discontinued operations	Discontinued Operations		\$ 1		1
<b>Total</b>		<b>\$ 1</b>	<b>\$ 1</b>	<b>\$ 1</b>	<b>\$ 2</b>

(a) Impact recorded at KU.

## Pennsylvania Regulated Segment

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric. In addition, certain financing costs are allocated to the Pennsylvania Regulated segment. The Pennsylvania Regulated segment represents 25% of Net Income Attributable to PPL Shareowners for the six months ended June 30, 2014 and 15% of PPL's assets at June 30, 2014.

Net Income Attributable to PPL Shareowners for the periods ended June 30 includes the following results:

	Three Months			Six Months		
	2014	2013	% Change	2014	2013	% Change
Utility revenues	\$ 449	\$ 414	8	\$ 1,041	\$ 927	12
Energy purchases						
External	114	120	(5)	303	292	4
Intersegment	21	12	75	48	26	85
Other operation and maintenance	135	124	9	269	257	5
Depreciation	45	44	2	90	87	3
Taxes, other than income	23	22	5	55	52	6
Total operating expenses	338	322	5	765	714	7
Other Income (Expense) - net	1	2	(50)	3	3	
Interest Expense	29	25	16	58	50	16
Income Taxes	31	24	29	84	57	47
Net Income Attributable to PPL Shareowners	\$ 52	\$ 45	16	\$ 137	\$ 109	26

The changes in the components of the Pennsylvania Regulated segment's results between these periods were due to the factors set forth below, which reflect amounts classified as Pennsylvania Gross Delivery Margins and a certain item that management considers special on separate lines and not in their respective Statement of Income line items. See below for additional detail of the special item.

	Three Months	Six Months
Pennsylvania Gross Delivery Margins	\$ 28	\$ 73
Depreciation	(2)	(4)
Interest expense	(4)	(8)
Other	(1)	
Income taxes	(10)	(29)
Special item, after-tax	(4)	(4)
Total	\$ 7	\$ 28

- See "Margins - Changes in Non-GAAP Financial Measures" for an explanation of Pennsylvania Gross Delivery Margins.
- Higher interest expense for the three and six-month periods primarily due to the issuance of first mortgage bonds in July 2013.

- Higher income taxes for the three and six-month periods primarily due to higher pre-tax income.

The following after-tax gains (losses), which management considers a special item, also impacted the Pennsylvania Regulated segment's results during the periods ended June 30.

	Income Statement Line Item	Three Months 2014	2013	Six Months 2014	2013
	Other Operation and Maintenance	\$	(4)	\$	(4)
Separation benefits, net of tax of \$2, \$0, \$2, \$0 (a)					

- (a) In June 2014, PPL Electric's largest IBEW local ratified a new three-year labor agreement. In connection with the new agreement, estimated bargaining unit one-time voluntary retirement benefits were recorded. See Note 10 to the Financial Statements for additional information.

#### Supply Segment

The Supply segment primarily consists of PPL Energy Supply's wholesale, retail, marketing and trading activities, as well as its competitive generation operations. In addition, certain financing and other costs are allocated to the Supply segment. The Supply segment represents negative 13% of Net Income Attributable to PPL Shareowners for the six months ended June 30, 2014 and 25% of PPL's assets at June 30, 2014.

In June 2014, PPL and PPL Energy Supply, which primarily represents PPL's Supply segment, executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded, independent power producer named Talen Energy. Upon completion of this transaction, PPL will no longer have a Supply segment. See Note 8 to the Financial Statements for additional information.

Net Income Attributable to PPL Shareowners for the periods ended June 30 includes the following results:

	Three Months			Six Months		
	2014	2013	% Change	2014	2013	% Change
Energy revenues						
External (a) (b)	\$ 872	\$ 1,658	(47)	\$ (206)	\$ 2,039	(110)
Intersegment	21	12	75	48	26	85
Energy-related businesses	155	122	27	280	235	19
Total operating revenues	1,048	1,792	(42)	122	2,300	(95)
Fuel (a)	259	224	16	741	522	42
Energy purchases (a) (c)	203	898	(77)	(1,601)	699	(329)
Other operation and maintenance	296	270	10	554	505	10
Depreciation	82	79	4	162	157	3
Taxes, other than income	16	16		37	33	12
Energy-related businesses	155	118	31	279	228	22
Total operating expenses	1,011	1,605	(37)	172	2,144	(92)
Other Income (Expense) - net	8	12	(33)	14	16	(13)
Interest Expense	50	60	(17)	98	120	(18)
Income Taxes	(10)	62	(116)	(64)	21	(405)
Net Income Attributable to PPL Shareowners	\$ 5	\$ 77	(94)	\$ (70)	\$ 31	(326)

(a) Includes the impact from energy-related economic activity. See "Commodity Price Risk (Non-trading) - Economic Activity" in Note 14 to the Financial Statements for additional information.

(b) The six-month period ended June 30, 2014 includes significant realized and unrealized losses on physical and financial commodity sales contracts due to the unusually cold weather experienced in the first quarter of 2014.

(c) The six-month period ended June 30, 2014 includes significant realized and unrealized gains on physical and financial commodity purchase contracts due to the unusually cold weather experienced in the first quarter of 2014.

The changes in the results of the Supply segment between these periods were due to the factors set forth below, which reflect amounts classified as Unregulated Gross Energy Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items. See below for additional detail of these special items.

	Three Months	Six Months
Unregulated Gross Energy Margins	\$ 47	\$ 54
Other operation and maintenance		(3)
Depreciation	(3)	(5)
Interest expense	11	23
Other	(8)	(8)
Income taxes	(9)	(20)

Special items, after-tax		(110)		(142)
Total	\$	(72)	\$	(101)

- See "Margins - Changes in Non-GAAP Financial Measures" for an explanation of Unregulated Gross Energy Margins.
- Lower interest expense for the three and six-month periods primarily due to the repayment of debt in July and December 2013.
- Higher income taxes for the three and six-month periods primarily due to higher pre-tax income.

The following after-tax gains (losses), which management considers special items, also impacted the Supply segment's results during the periods ended June 30.

	Income Statement Line Item	Three Months 2014	2013	Six Months 2014	2013
Adjusted energy-related economic activity - net, net of tax of \$16, (\$51), \$111, \$28	(a)	\$ (23)	\$ 76	\$ (162)	\$ (41)
	Other Operation and Maintenance			(10)	
Kerr Dam Project impairment, net of tax of \$0, \$0, \$7, \$0 (b)					
Other:					
Change in tax accounting method related to repairs	Income Taxes		(3)		(3)
	Other Operation and Maintenance				
Counterparty bankruptcy, net of tax of \$0, (\$1), \$0, (\$1)			1		1
	Other Operation and Maintenance				
Separation benefits, net of tax of \$9, \$0, \$9, \$0 (c)		(13)		(13)	
Total		\$ (36)	\$ 74	\$ (185)	\$ (43)

(a) Represents unrealized gains (losses), after-tax, on economic activity. See "Commodity Price Risk (Non-trading) - Economic Activity" in Note 14 to the Financial Statements for additional information. Amounts have been adjusted for option premiums of \$2 million, \$0, \$4 million and \$1 million.

(b) See Note 13 to the Financial Statements for additional information.

(c) In June 2014, PPL Energy Supply's largest IBEW local ratified a new three-year labor agreement. In connection with the new agreement, estimated bargaining unit one-time voluntary retirement benefits were recorded. See Note 10 to the Financial Statements for additional information.

## Margins

### Non-GAAP Financial Measures

Management utilizes the following non-GAAP financial measures as indicators of performance for its businesses.

- "Kentucky Gross Margins" is a single financial performance measure of the Kentucky Regulated segment's, LKE's, LG&E's and KU's electricity generation, transmission and distribution operations as well as LKE's and LG&E's distribution and sale of natural gas. In calculating this measure, fuel, energy purchases and certain variable costs of production (recorded as "Other operation and maintenance" on the Statements of Income) are deducted from revenues. In addition, certain other expenses, recorded as "Other operation and maintenance" and "Depreciation" on the Statements of Income, associated with approved cost recovery mechanisms are offset against the recovery of those expenses, which are included in revenues. These mechanisms allow for direct recovery of these expenses and, in some cases, returns on capital investments and performance incentives. As a result, this measure represents the net revenues from the electricity and gas operations.

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"Pennsylvania Gross Delivery Margins" is a single financial performance measure of the Pennsylvania Regulated segment's and PPL Electric's electricity delivery operations, which includes transmission and distribution activities. In calculating this measure, utility revenues and expenses associated with approved recovery mechanisms, including energy provided as a PLR, are offset with minimal impact on earnings. Costs associated with these mechanisms are recorded in "Energy purchases," "Other operation and maintenance," which is primarily Act 129 costs, and "Taxes, other than income," which is primarily gross receipts tax. This performance measure includes PLR energy purchases by PPL Electric from PPL EnergyPlus, which are reflected in "PLR intersegment utility revenue (expense)" in the reconciliation table below (in "Energy purchases from affiliate" in PPL Electric's reconciliation table). As a result, this measure represents the net revenues from the Pennsylvania Regulated segment's and PPL Electric's electricity delivery operations.

- "Unregulated Gross Energy Margins" is a single financial performance measure of the Supply segment's and PPL Energy Supply's competitive energy activities, which are managed on a geographic basis. In calculating this measure, energy revenues, including operating revenues associated with certain businesses classified as discontinued operations, are offset by the cost of fuel, energy purchases, certain other operation and maintenance expenses, primarily ancillary charges, gross receipts tax, recorded in "Taxes, other than income," and operating expenses associated with certain businesses classified as discontinued operations. This performance measure is relevant due to the volatility in the individual revenue and expense lines on the Statements of Income that comprise "Unregulated Gross Energy Margins." This volatility stems from a number of factors, including the required netting of certain transactions with ISOs and significant fluctuations in unrealized gains and losses. Such factors could result in gains or losses being recorded in either "Unregulated wholesale energy", "Unregulated retail energy" or "Energy purchases" on the Statements of Income. This performance measure includes PLR revenues from energy sales to PPL Electric by PPL EnergyPlus, which are reflected in "PLR intersegment utility revenue (expense)" in the reconciliation table below (in "Unregulated wholesale energy to affiliate" in PPL Energy Supply's reconciliation table). "Unregulated Gross Energy Margins" excludes adjusted energy-related economic activity, which includes the changes in fair value of positions used to economically hedge a portion of the economic value of the competitive generation assets, full-requirement sales contracts and retail activities. This economic value is subject to changes in fair value due to market price volatility of the input and output commodities (e.g., fuel and power) prior to the

delivery period that was hedged. Adjusted energy-related economic activity includes the ineffective portion of qualifying cash flow hedges and premium amortization associated with options. Unrealized gains and losses related to this activity are deferred and included in "Unregulated Gross Energy Margins" over the delivery period of the item that was hedged or upon realization.

These measures are not intended to replace "Operating Income," which is determined in accordance with GAAP, as an indicator of overall operating performance. Other companies may use different measures to analyze and report their results of operations. Management believes these measures provide additional useful criteria to make investment decisions. These performance measures are used, in conjunction with other information, by senior management and PPL's Board of Directors to manage the operations, analyze actual results compared with budget and, in certain cases, to measure certain corporate financial goals used to determine variable compensation.

#### Reconciliation of Non-GAAP Financial Measures

The following table contains the components from the Statement of Income that are included in the non-GAAP financial measures and a reconciliation to PPL's "Operating Income" for the periods ended June 30.

	2014 Three Months Unregulated				2013 Three Months Unregulated				Operating Income (b)
	PA Kentucky Gross Margins	Gross Delivery Margins	Gross Energy Margins	Other (a)	PA Kentucky Gross Margins	Gross Delivery Margins	Gross Energy Margins	Other (a)	
<b>Operating Revenues</b>									
Utility	\$ 722	\$ 449		\$ 659 (c)	\$ 1,830	\$ 682	\$ 414	\$ 559 (c)	\$ 1,655
PLR intersegment utility revenue (expense) (d)		(21)	\$ 21			(12)	\$ 12		
Unregulated wholesale energy			684	(93)(e)	591		812	589 (e)	1,401
Unregulated retail energy			277	3 (e)	280		237	20 (e)	257
Energy-related businesses				173	173			137	137
<b>Total Operating Revenues</b>	<b>722</b>	<b>428</b>	<b>982</b>	<b>742</b>	<b>2,874</b>	<b>682</b>	<b>402</b>	<b>1,061</b>	<b>1,305</b>
<b>Operating Expenses</b>									
Fuel	231		266	(6)(e)	491	216		223	441
Energy purchases	36	114	246	(45)(e)	351	37	120	420	1,051



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Other operation and maintenance	25	23	6	687	741	23	21	3	651	698
Depreciation	2			310	312	2			284	286
Taxes, other than income		21	10	62	93		19	10	57	86
Energy-related businesses			2	166	168				130	130
Total Operating Expenses	294	158	530	1,174	2,156	278	160	656	1,598	2,692
Total	\$ 428	\$ 270	\$ 452	\$ (432)	\$ 718	\$ 404	\$ 242	\$ 405	\$ (293)	\$ 758

	2014 Six Months Unregulated					2013 Six Months Unregulated				
	PA		Gross Energy	Other (a)	Operating Income (b)	PA		Gross Energy	Other (a)	Operating Income (b)
	Kentucky Gross Margins	Gross Delivery Margins				Kentucky Gross Margins	Gross Delivery Margins			
Operating Revenues										
Utility	\$ 1,656	\$ 1,041		\$ 1,295 (c)	\$ 3,992	\$ 1,482	\$ 927		\$ 1,196 (c)	\$ 3,605
PLR intersegment utility revenue (expense) (d)		(48)	\$ 48				(26)	\$ 26		
Unregulated wholesale energy			47	(885)(e)	(838)			1,778	(234)(e)	1,544
Unregulated retail energy			655	(26)(e)	629			483	11 (e)	494
Energy-related businesses				314	314				264	264
Total Operating Revenues	1,656	993	750	698	4,097	1,482	901	2,287	1,237	5,907
Operating Expenses										
Fuel	508		747	(6)(e)	1,249	447		522	1 (e)	970
Energy purchases	160	303	(973)	(633)(e)	(1,143)	123	292	857	(164)(e)	1,108
Other operation and maintenance	48	48	13	1,329	1,438	48	43	8	1,275	1,374

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Depreciation	3			614	617	2			568	570
Taxes, other than income	1	50	23	123	197		47	18	117	182
Energy-related businesses			4	302	306				252	252
Total Operating Expenses	720	401	(186)	1,729	2,664	620	382	1,405	2,049	4,456
Total	\$ 936	\$ 592	\$ 936	\$ (1,031)	\$ 1,433	\$ 862	\$ 519	\$ 882	\$ (812)	\$ 1,451

- (a) Represents amounts excluded from Margins.  
 (b) As reported on the Statements of Income.  
 (c) Primarily represents WPD's utility revenue.  
 (d) Primarily related to PLR supply sold by PPL EnergyPlus to PPL Electric.  
 (e) Includes energy-related economic activity, which is subject to fluctuations in value due to market price volatility. See "Commodity Price Risk (Non-trading) - Economic Activity" in Note 14 to the Financial Statements.

#### Changes in Non-GAAP Financial Measures

The following table shows the non-GAAP financial measures by PPL's reportable segment and by component, as applicable, for the periods ended June 30 as well as the change between periods. The factors that gave rise to the changes are described following the table.

	Three Months			Six Months		
	2014	2013	Change	2014	2013	Change
<b>Kentucky Regulated</b>						
<b>Kentucky Gross Margins</b>						
LG&E	\$ 196	\$ 183	\$ 13	\$ 422	\$ 385	\$ 37
KU	232	221	11	514	477	37
<b>LKE</b>	<b>\$ 428</b>	<b>\$ 404</b>	<b>\$ 24</b>	<b>\$ 936</b>	<b>\$ 862</b>	<b>\$ 74</b>
<b>Pennsylvania Regulated</b>						
<b>Pennsylvania Gross Delivery Margins</b>						
Distribution	\$ 189	\$ 183	\$ 6	\$ 438	\$ 407	\$ 31
Transmission	81	59	22	154	112	42
<b>Total</b>	<b>\$ 270</b>	<b>\$ 242</b>	<b>\$ 28</b>	<b>\$ 592</b>	<b>\$ 519</b>	<b>\$ 73</b>
<b>Supply</b>						
<b>Unregulated Gross Energy Margins</b>						
Eastern U.S.	\$ 400	\$ 349	\$ 51	\$ 835	\$ 769	\$ 66
Western U.S.	52	56	(4)	101	113	(12)
<b>Total</b>	<b>\$ 452</b>	<b>\$ 405</b>	<b>\$ 47</b>	<b>\$ 936</b>	<b>\$ 882</b>	<b>\$ 54</b>

#### Kentucky Gross Margins

Kentucky Gross Margins increased for the three months ended June 30, 2014 compared with 2013 primarily due to returns on additional environmental capital investments of \$14 million (\$6 million at LG&E and \$8 million at KU), and higher volumes of \$5 million at LG&E. The change in volumes was primarily attributable to favorable weather conditions in 2014.

Kentucky Gross Margins increased for the six months ended June 30, 2014 compared with 2013 primarily due to returns on additional environmental capital investments of \$27 million (\$11 million at LG&E and \$16 million at KU), higher volumes of \$25 million (\$7 million at LG&E and \$18 million at KU), higher demand revenue of \$9 million (\$5 million at LG&E and \$4 million at KU) and higher off-system sales at LG&E of \$7 million. The changes in volumes and demand revenue were primarily attributable to unusually cold weather conditions in the first quarter of 2014.

#### Pennsylvania Gross Delivery Margins

#### Distribution

Margins increased for the six months ended June 30, 2014 compared with 2013 primarily due to a \$12 million benefit from a change in estimate of a regulatory liability, a \$10 million favorable effect of unusually cold weather in the first quarter of 2014 and a \$9 million favorable effect of distribution improvement capital investments. See "Pennsylvania Activities - Storm Damage Expense Rider" in Note 6 to the Financial Statements for additional information.

#### Transmission

Margins increased for the three and six months ended June 30, 2014 compared with 2013 primarily due to increased investment in plant and the recovery of additional costs through the FERC formula based rates.

## Unregulated Gross Energy Margins

## Eastern U.S.

Eastern margins increased for the three months ended June 30, 2014 compared with 2013 primarily due to favorable asset availability of \$76 million, unrealized gains on certain commodity positions of \$42 million and higher capacity prices of \$27 million, partially offset by lower baseload energy prices of \$109 million.

Eastern margins increased for the six months ended June 30, 2014 compared with 2013 primarily due to higher capacity prices of \$101 million, unrealized gains on certain commodity positions of \$60 million and favorable asset availability of \$50 million, partially offset by lower baseload energy prices of \$201 million.

During the first quarter of 2014, the PJM region experienced unusually cold weather conditions, higher demand and congestion patterns, causing rising natural gas and electricity prices in spot and near-term forward markets. Due to these market dynamics, PPL Energy Supply captured opportunities on unhedged generation, which were primarily offset by under-hedged full-requirement sales contracts and retail electric. The net benefit, due to the aforementioned weather and related market dynamics, was \$38 million for the six months ended June 30, 2014 compared with 2013.

## Western U.S.

Western margins decreased for the six months ended June 30, 2014 compared with 2013 primarily due to lower availability of coal units.

## Statement of Income Analysis --

## Utility Revenues

The increase (decrease) in utility revenues for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Domestic:		
PPL Electric (a)	\$ 35	\$ 114
LKE (b)	40	174
Total Domestic	75	288
U.K.:		
Price (c)	52	120
Foreign currency exchange rates	59	85
Volume (d)	(33)	(56)
Line loss accrual adjustments (e)	24	(41)
Other	(2)	(9)
Total U.K.	100	99
Total	\$ 175	\$ 387

(a) See "Pennsylvania Gross Delivery Margins" for further information.

(b) See "Kentucky Gross Margins" for further information.

(c) The three and six-month periods were impacted by price increases effective April 1, 2014 and April 1, 2013.

(d) The decrease for the three and six-month periods was primarily due to the unusually cold weather in 2013.

(e)

The three and six-month periods were impacted by unfavorable accrual adjustments in 2013 based on Ofgem's consultation documents on the DPCR4 line loss incentives and penalties. The six-month period was also impacted by unfavorable accrual adjustments in 2014 based on Ofgem's final decision on this matter in March 2014. See Note 6 to the Financial Statements for additional information.

#### Certain Operating Revenues and Expenses Included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Unregulated wholesale energy (a)	\$ (810)	\$ (2,382)
Unregulated retail energy	23	135
Fuel	50	279
Energy purchases (b)	(700)	(2,251)

(a) The six-month period ended June 30, 2014 includes significant realized and unrealized losses on physical and financial commodity sales contracts due to the unusually cold weather experienced in the first quarter of 2014.

- (b) The six-month period ended June 30, 2014 includes significant realized and unrealized gains on physical and financial commodity purchase contracts due to the unusually cold weather experienced in the first quarter of 2014.

#### Other Operation and Maintenance

The increase (decrease) in other operation and maintenance for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Domestic:		
PPL Susquehanna (a)	\$ 11	\$ 18
PPL Energy Supply fossil and hydroelectric plants (b)	(9)	11
PPL Electric PUC-reportable storms	1	10
PPL Electric payroll-related costs	(5)	(8)
LKE generation maintenance outages	3	6
LKE storm expense	3	9
Separation benefits (c)	29	29
Other	6	(6)
U.K.:		
Network maintenance (d)	7	16
Foreign currency exchange rates	10	14
Pension	(8)	(17)
Engineering management	(3)	(9)
Separation benefits		(3)
Other	(2)	(6)
Total	\$ 43	\$ 64

- (a) The increase for the three- and six-month periods was primarily due to refueling outage costs.
- (b) The decrease for the three-month period was primarily due to the elimination of rent expense associated with the Colstrip lease which was terminated in December 2013. The increase for the six-month period was due to the Kerr Dam Project impairment of \$18 million recorded in March 2014, partially offset by the elimination of rent expense associated with the Colstrip lease termination of \$10 million. See Note 13 to the Financial Statements for additional information on the Kerr Dam Project impairment.
- (c) Bargaining unit one-time voluntary retirement benefits were recorded as a result of the ratification of the IBEW Local 1600 three year labor agreement in June 2014. See Note 10 to the Financial Statements for additional information.
- (d) The increase for the three- and six-month periods was primarily due to vegetation management and fault repair due to increased 2014 storm activity.

#### Depreciation

Depreciation increased by \$26 million and \$47 million for the three and six months ended June 30, 2014 compared with 2013, primarily due to additions to PP&E, net.

#### Taxes, Other Than Income

The increase (decrease) in taxes, other than income for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Pennsylvania gross receipts tax (a)	\$ 3	\$ 9
Foreign currency exchange rates	4	5
Domestic property tax		1
Total	\$ 7	\$ 15

(a) The increase for the three- and six-month periods is primarily due to higher retail electric revenues. This tax is included in "Unregulated Gross Energy Margins" and "Pennsylvania Gross Delivery Margins."

#### Other Income (Expense) - net

Other income (expense) - net decreased by \$95 million and \$240 million for the three and six months ended June 30, 2014 compared with 2013, primarily due to an increase of \$76 million and \$219 million from realized and unrealized losses on foreign currency contracts to economically hedge GBP denominated earnings from WPD. The three and six months ended June 30, 2014 were also impacted by \$16 million of transaction costs related to the anticipated spinoff of PPL Energy Supply.

See Note 12 to the Financial Statements for additional information.



## Interest Expense

The increase (decrease) in interest expense for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Loss on extinguishment of debt (a)	\$ (10)	\$ (1)
Net amortization of debt discounts, premiums and issuance costs		(4)
Capitalized interest and debt component of AFUDC (b)	4	9
Foreign currency exchange rates	9	13
Other	(3)	(4)
Total	\$	\$ 13

(a) In March 2014, a \$9 million loss was recorded related to PPL Capital Funding's remarketing and debt exchange of the junior subordinated notes issued as a component of the 2011 Equity Units compared with a \$10 million loss recorded in May 2013 related to a similar transaction for the 2010 Equity Units.

(b) Primarily due to the Holtwood hydroelectric expansion project placed in service in November 2013.

## Income Taxes

The increase (decrease) in income taxes for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Change in pre-tax income at current period tax rates	\$ (68)	\$ (120)
State valuation allowance adjustments (a)	46	46
Federal income tax credits	2	5
Federal and state tax reserve adjustments (b)	39	40
U.S. income tax on foreign earnings - net of foreign tax credit (c)	17	26
Foreign tax return adjustments	4	4
State deferred tax rate change	3	3
Impact of lower UK income tax rates	(3)	(8)
Other		5
Total	\$ 40	\$ 1

(a) As a result of the spinoff announcement, PPL recorded deferred income tax expense during the three and six months ended June 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.

(b) In May 2013, the U.S. Supreme Court reversed the December 2011 ruling by the U.S. Court of Appeals for the Third Circuit, concerning the creditability, for income tax purposes, of the U.K. Windfall Profits Tax. As a result of this decision, PPL recorded a tax benefit of \$44 million during the three and six months ended June 30, 2013. See Note 5 to the Financial Statements for additional information.

(c) During the three and six months ended June 30, 2013, PPL recorded a tax benefit of \$19 million associated with a ruling obtained from the IRS impacting the recalculation of 2010 U.K. earnings and profits.

See Note 5 to the Financial Statements for additional information.

## PPL Energy Supply: Earnings, Margins and Statement of Income Analysis

## Earnings

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net Income (Loss) Attributable to PPL Energy Supply Member	\$ 13	\$ 86	\$ (53)	\$ 48
Special items, gains (losses), after-tax	(36)	74	(185)	(43)

Excluding special items, earnings for the three and six-month periods in 2014 compared with 2013 were higher, primarily due to unrealized gains on certain commodity positions, higher Eastern margins from higher capacity prices, favorable asset availability and lower interest expense, partially offset by lower baseload energy prices and higher income taxes. Earnings for the six-month period were also favorably impacted by net benefits from unusually cold weather in the first quarter of 2014, partially offset by lower western U.S. margins.

The table below quantifies the changes in the components of Net Income (Loss) Attributable to PPL Energy Supply Member between these periods, which reflect amounts classified as Unregulated Gross Energy Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items. See PPL's "Results of Operations - Segment Earnings - Supply Segment" for details of the special items.

	Three Months	Six Months
Unregulated Gross Energy Margins	\$ 47	\$ 54
Other operation and maintenance		(3)
Depreciation	(3)	(5)
Interest expense	11	23
Other	(8)	(8)
Income taxes	(10)	(20)
Special items, after-tax	(110)	(142)
Total	\$ (73)	\$ (101)

### Margins

"Unregulated Gross Energy Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for information on why management believes this measure is useful and for explanations of the underlying drivers of the changes between periods.

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended June 30.

	2014 Three Months			2013 Three Months		
	Unregulated Gross Energy Margins	Other (a)	Operating Income (b)	Unregulated Gross Energy Margins	Other (a)	Operating Income (b)
<b>Operating Revenues</b>						
Unregulated wholesale energy	\$ 684	\$ (93)(c)	\$ 591	\$ 812	\$ 589 (c)	\$ 1,401
Unregulated wholesale energy to affiliate	21		21	12		12
Unregulated retail energy	277	4 (c)	281	237	20 (c)	257
Energy-related businesses		155	155		122	122
Total Operating Revenues	982	66	1,048	1,061	731	1,792
<b>Operating Expenses</b>						
Fuel	266	(7)(c)	259	223	1 (c)	224
Energy purchases	246	(43)(c)	203	420	478 (c)	898
Other operation and maintenance	6	290	296	3	267	270
Depreciation		82	82		79	79
Taxes, other than income	10	6	16	10	6	16
Energy-related businesses	2	153	155		118	118
Total Operating Expenses	530	481	1,011	656	949	1,605

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Total	\$ 452	\$ (415)	\$ 37	\$ 405	\$ (218)	\$ 187
	2014 Six Months			2013 Six Months		
	Unregulated Gross Energy Margins	Other (a)	Operating Income (b)	Unregulated Gross Energy Margins	Other (a)	Operating Income (b)
<b>Operating Revenues</b>						
Unregulated wholesale energy	\$ 47	\$ (885) (c)	\$ (838)	\$ 1,778	\$ (234) (c)	\$ 1,544
Unregulated wholesale energy to affiliate	48		48	26		26
Unregulated retail energy	655	(23) (c)	632	483	12 (c)	495
Energy-related businesses		280	280		235	235
Total Operating Revenues	750	(628)	122	2,287	13	2,300
<b>Operating Expenses</b>						
Fuel	747	(6) (c)	741	522	(c)	522
Energy purchases	(973)	(628) (c)	(1,601)	857	(158) (c)	699
Other operation and maintenance	13	541	554	8	497	505
Depreciation		162	162		157	157
Taxes, other than income	23	14	37	18	15	33
Energy-related businesses	4	275	279		228	228
Total Operating Expenses	(186)	358	172	1,405	739	2,144
Total	\$ 936	\$ (986)	\$ (50)	\$ 882	\$ (726)	\$ 156

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

(c) Includes energy-related economic activity, which is subject to fluctuations in value due to market price volatility. See "Commodity Price Risk (Non-trading) - Economic Activity" within Note 14 to the Financial Statements.

## Statement of Income Analysis --

## Certain Operating Revenues and Expenses Included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Unregulated wholesale energy (a)	\$ (810)	\$ (2,382)
Unregulated wholesale energy to affiliate	9	22
Unregulated retail energy	24	137
Fuel	35	219
Energy purchases (b)	(695)	(2,300)

(a) The six-month period ended June 30, 2014 includes significant realized and unrealized losses on physical and financial commodity sales contracts due to the unusually cold weather experienced in the first quarter of 2014.

(b) The six-month period ended June 30, 2014 includes significant realized and unrealized gains on physical and financial commodity purchase contracts due to the unusually cold weather experienced in the first quarter of 2014.

## Other Operation and Maintenance

The increase (decrease) in other operation and maintenance for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
PPL Susquehanna (a)	\$ 11	\$ 18
Fossil hydroelectric plants (b)	(9)	11
PPL EnergyPlus	4	4
Separation benefits (c)	23	23
Other	(3)	(7)
Total	\$ 26	\$ 49

(a) The increase for the three and six-month periods is primarily due to refueling outage costs.

(b) The decrease for the three-month period is primarily due to the elimination of rent expense associated with the Colstrip lease which was terminated in December 2013. The increase for the six-month period is primarily due to the Kerr Dam Project impairment of \$18 million, recorded in March 2014, partially offset by the elimination of rent expense associated with the Colstrip lease termination of \$10 million. See Note 13 to the Financial Statements for additional information on the Kerr Dam Project impairment.

(c) Bargaining unit one-time voluntary retirement benefits were recorded as a result of the ratification of the IBEW Local 1600 three year labor agreement in June 2014. See Note 10 to the Financial Statements for additional information.

## Interest Expense

The increase (decrease) in interest expense for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Long-term debt interest expense (a)	\$ (14)	\$ (28)
Capitalized interest (b)	4	8
Other	(1)	(3)
Total	\$ (11)	\$ (23)

(a) The decrease was primarily due to the repayment of debt in July and December 2013.

(b) The increase was primarily due to the Holtwood hydroelectric expansion project placed in service in November 2013.

#### Income Taxes

The increase (decrease) in income taxes for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Change in pre-tax income at current period tax rates	\$ (68)	\$ (86)
Federal and state tax reserve adjustments	(6)	(5)
State deferred tax rate change	3	3
Other	1	4
Total	\$ (70)	\$ (84)

See Note 5 to the Financial Statements for additional information.

## PPL Electric: Earnings, Margins and Statement of Income Analysis

## Earnings

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net Income	\$ 52	\$ 45	\$ 137	\$ 109
Special item, gains (losses), after-tax	(4)		(4)	

Excluding a special item, earnings for the three and six-month periods in 2014 compared with 2013 increased, primarily due to higher transmission margins from returns on additional capital investments and the recovery of additional costs through FERC formula based rates, partially offset by higher interest expense. Earnings for the six-month period in 2014 compared with 2013 also include higher distribution margins primarily due to unusually cold weather in the first quarter of 2014, returns on additional distribution improvement capital investments and a benefit from a change in estimate of a regulatory liability.

The table below quantifies the changes in the components of Net Income between these periods, which reflects amounts classified as Pennsylvania Gross Delivery Margins and a certain item that management considers special on separate lines within the table and not in their respective Statement of Income line items. See PPL's Results of Operations - Segment Earnings - Pennsylvania Regulated Segment" for details of the special item.

	Three Months	Six Months
Pennsylvania Gross Delivery Margins	\$ 28	\$ 73
Depreciation	(2)	(4)
Interest expense	(4)	(8)
Other	(1)	
Income taxes	(10)	(29)
Special item, after-tax	(4)	(4)
Total	\$ 7	\$ 28

## Margins

"Pennsylvania Gross Delivery Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for information on why management believes this measure is useful and for explanations of the underlying drivers of the changes between periods.

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended June 30.

	2014 Three Months			2013 Three Months		
	PA Gross Delivery Margins	Other (a)	Operating Income (b)	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 449		\$ 449	\$ 414		\$ 414

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Operating Expenses											
Energy purchases	114			114	120		120				
Energy purchases from affiliate	21			21	12		12				
Other operation and maintenance	23	\$	112	135	21	\$	103				
Depreciation			45	45			44				
Taxes, other than income	21		2	23	19		3				
<b>Total Operating Expenses</b>	<b>179</b>		<b>159</b>	<b>338</b>	<b>172</b>		<b>150</b>				
<b>Total</b>	<b>\$</b>	<b>270</b>	<b>\$</b>	<b>(159)</b>	<b>\$</b>	<b>111</b>	<b>\$</b>	<b>242</b>			
								<b>\$</b>	<b>(150)</b>	<b>\$</b>	<b>92</b>

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	2014 Six Months			2013 Six Months		
	PA Gross Delivery Margins	Other (a)	Operating Income (b)	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 1,041		\$ 1,041	\$ 927		\$ 927
Operating Expenses						
Energy purchases	303		303	292		292
Energy purchases from affiliate	48		48	26		26
Other operation and maintenance	48	\$ 221	269	43	\$ 214	257
Depreciation		90	90		87	87
Taxes, other than income	50	5	55	47	5	52
Total Operating Expenses	449	316	765	408	306	714
Total	\$ 592	\$ (316)	\$ 276	\$ 519	\$ (306)	\$ 213

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

#### Statement of Income Analysis --

#### Certain Operating Revenues and Expenses Included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Operating revenues	\$ 35	\$ 114
Energy purchases	(6)	11
Energy purchases from affiliate	9	22

#### Other Operation and Maintenance

The increase (decrease) in other operation and maintenance for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Payroll-related costs	\$ (5)	\$ (8)
Vegetation management	2	5
PUC-reportable storms	1	10
Act 129	3	(1)
Separation benefits (a)	6	6
Other	4	
Total	\$ 11	\$ 12

- (a) Bargaining unit one-time voluntary retirement benefits were recorded as a result of the ratification of the IBEW Local 1600 three year labor agreement in June 2014. See Note 10 to the Financial Statements for additional information.

#### Interest Expense

Interest expense increased by \$4 million and \$8 million for the three and six months ended June 30, 2014 compared with 2013, primarily due to a debt issuance in July 2013.

#### Income Taxes

Income taxes increased by \$7 million and \$27 million for the three and six months ended June 30, 2014 compared with 2013, primarily due to the change in pre-tax income at current period tax rates.

See Note 5 to the Financial Statements for additional information.

## LKE: Earnings, Margins and Statement of Income Analysis

## Earnings

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net Income	\$ 65	\$ 64	\$ 180	\$ 160
Special items, gains (losses), after-tax	1	1	1	2

Excluding special items, earnings increased for the three-month period in 2014 compared with 2013 primarily due to returns on additional environmental capital investments and higher sales volumes due to favorable weather conditions. Earnings increased for the six-month period in 2014 compared with 2013 primarily due to returns on additional environmental capital investments, higher sales volumes, higher demand revenue and higher off-system sales, partially offset by higher operation and maintenance expense driven by storm-related expenses and timing of generation maintenance outages. The changes in volumes and demand revenue were primarily due to unusually cold weather conditions during the first quarter of 2014.

The table below quantifies the changes in components of Net Income between these periods, which reflect amounts classified as Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items. See PPL's "Results of Operations - Segment Earnings - Kentucky Regulated Segment" for details of the special items.

	Three Months	Six Months
Margins	\$ 24	\$ 74
Other operation and maintenance	(7)	(18)
Depreciation	(4)	(7)
Interest expense	(4)	(9)
Other	(4)	(3)
Income taxes	(4)	(16)
Special items, after-tax		(1)
Total	\$ 1	\$ 20

## Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful and the underlying drivers of the changes between periods. Within PPL's discussion, LKE's Margins are referred to as "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended June 30.

2014 Three Months			2013 Three Months		
Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)

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Operating Revenues	\$	722		\$	722	\$	682		\$	682		
Operating Expenses												
Fuel		231			231		216			216		
Energy purchases		36			36		37			37		
Other operation and maintenance		25	\$	181	206		23	\$	174	197		
Depreciation		2		85	87		2		81	83		
Taxes, other than income				13	13				12	12		
Total Operating Expenses		294		279	573		278		267	545		
Total	\$	428	\$	(279)	\$	149	\$	404	\$	(267)	\$	137

	2014 Six Months			2013 Six Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 1,656		\$ 1,656	\$ 1,482		\$ 1,482
Fuel	508		508	447		447
Energy purchases	160		160	123		123
Other operation and maintenance	48	\$ 364	412	48	\$ 346	394
Depreciation	3	170	173	2	163	165
Taxes, other than income	1	25	26		24	24
Total Operating Expenses	720	559	1,279	620	533	1,153
Total	\$ 936	\$ (559)	\$ 377	\$ 862	\$ (533)	\$ 329

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

#### Statement of Income Analysis --

#### Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Operating revenues	\$ 40	\$ 174
Fuel	15	61
Energy purchases	(1)	37

#### Other Operation and Maintenance

The increase (decrease) in other operation and maintenance expense for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Timing and scope of generation maintenance outages	\$ 3	\$ 6
Storm expenses	3	9
Other	3	3
Total	\$ 9	\$ 18

#### Depreciation

Depreciation increased by \$4 million and \$8 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to additions to PP&E, net.

Interest Expense

Interest expense increased by \$5 million and \$10 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to the issuance of \$500 million First Mortgage Bonds in November 2013.

Income Taxes

Income taxes increased by \$4 million and \$16 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to the change in pre-tax income at current period tax rates.

## LG&amp;E: Earnings, Margins and Statement of Income Analysis

## Earnings

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net Income	\$ 35	\$ 29	\$ 87	\$ 73

Earnings increased for the three-month period in 2014 compared with 2013 primarily due to returns from additional environmental capital investments and higher sales volumes due to favorable weather conditions. Earnings increased for the six-month period in 2014 compared with 2013 primarily due to returns from additional environmental capital investments, higher sales volume, higher demand revenue and higher off-system sales partially offset by increased operation and maintenance expense driven by storm-related expenses. The changes in volumes and demand revenue were primarily attributable to unusually cold weather conditions during the first quarter of 2014.

The table below quantifies the changes in the components of Net Income between these periods, which reflect amounts classified as Margins on a separate line within the table and not in their respective Statement of Income line items.

	Three Months	Six Months
Margins	\$ 13	\$ 37
Other operation and maintenance	2	(4)
Depreciation	(2)	(4)
Interest expense	(2)	(4)
Other	(1)	(2)
Income taxes	(4)	(9)
Total	\$ 6	\$ 14

## Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful and the underlying drivers of the changes between periods. Within PPL's discussion, LG&E's Margins are included in "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended June 30.

	2014 Three Months			2013 Three Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 344		\$ 344	\$ 316		\$ 316
Operating Expenses						
Fuel	104		104	88		88
	31		31	34		34

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Energy purchases, including affiliate										
Other operation and maintenance	12	\$	82	94	10	\$	84	94		
Depreciation	1		38	39	1		36	37		
Taxes, other than income			7	7			6	6		
Total Operating Expenses	148		127	275	133		126	259		
Total	\$	196	\$	(127)	\$	69	\$	(126)	\$	57

	2014 Six Months			2013 Six Months						
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)				
Operating Revenues	\$	823	\$	823	\$	706	\$	706		
Operating Expenses										
Fuel		221		221		184		184		
Energy purchases, including affiliate		155		155		115		115		
Other operation and maintenance	24	\$	168	192	21	\$	164	185		
Depreciation	1		76	77	1		72	73		
Taxes, other than income			13	13			12	12		
Total Operating Expenses	401		257	658	321		248	569		
Total	\$	422	\$	(257)	\$	165	\$	(248)	\$	137



- (a) Represents amounts excluded from Margins.  
 (b) As reported on the Statements of Income.

## Statement of Income Analysis --

## Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Retail and wholesale	\$ 18	\$ 91
Electric revenue from affiliate	10	26
Fuel	16	37
Energy purchases	(2)	36
Energy purchases from affiliate	(1)	4

## Other Operation and Maintenance

Other operation and maintenance expense increased by \$7 million for the six months ended June 30, 2014 compared with 2013 primarily due to storm expenses.

## Depreciation

Depreciation increased by \$2 million and \$4 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to additions to PP&E, net.

## Interest Expense

Interest expense increased by \$2 million and \$4 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to the issuance of \$250 million First Mortgage Bonds in November 2013.

## Income Taxes

Income taxes increased by \$4 million and \$9 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to the change in pre-tax income at current period tax rates.

## KU: Earnings, Margins and Statement of Income Analysis

## Earnings

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net Income	\$ 40	\$ 44	\$ 117	\$ 108

Special item, gains (losses), after-tax	1	1	1	1
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Excluding a special item, earnings increased for the three-month period in 2014 compared with 2013 primarily due to returns on additional environmental capital investments. Earnings increased for the six-month period in 2014 compared with 2013 primarily due to returns on additional environmental capital investments, higher sales volumes and higher demand revenue partially offset by other operation and maintenance expense driven by the timing of generation maintenance outages. The changes in volumes and demand revenue were primarily attributable to unusually cold weather conditions during the first quarter of 2014.

The table below quantifies the changes in the components of Net Income between these periods, which reflect amounts classified as Margins and a certain item that management considers special on separate lines within the table and not in their respective Statement of Income line items.

	Three Months	Six Months
Margins	\$ 11	\$ 37
Other operation and maintenance	(9)	(13)
Depreciation	(1)	(2)
Interest expense	(3)	(5)
Other	(3)	(1)
Income taxes		(7)
Special item - EEI adjustments, after-tax	1	
Total	\$ (4)	\$ 9

### Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful and the underlying drivers of the changes between periods. Within PPL's discussion, KU's Margins are included in "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended June 30.

	2014 Three Months			2013 Three Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 404		\$ 404	\$ 383		\$ 383
Operating Expenses						
Fuel	127		127	128		128
Energy purchases, including affiliate	31		31	20		20
Other operation and maintenance	13	\$ 94	107	13	\$ 85	98
Depreciation	1	46	47	1	45	46
Taxes, other than income		6	6		6	6
Total Operating Expenses	172	146	318	162	136	298
Total	\$ 232	\$ (146)	\$ 86	\$ 221	\$ (136)	\$ 85

	2014 Six Months			2013 Six Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 902		\$ 902	\$ 815		\$ 815
Operating Expenses						
Fuel	287		287	263		263

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Energy purchases, including affiliate	74		74	47		47
Other operation and maintenance	24	\$ 181	205	27	\$ 168	195
Depreciation	2	93	95	1	91	92
Taxes, other than income	1	12	13		12	12
Total Operating Expenses	388	286	674	338	271	609
Total	\$ 514	\$ (286)	\$ 228	\$ 477	\$ (271)	\$ 206

- (a) Represents amounts excluded from Margins.  
(b) As reported on the Statements of Income.

Statement of Income Analysis --

Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended June 30, 2014 compared with 2013 are included above within "Margins" and are not discussed separately.

	Three Months	Six Months
Retail and wholesale	\$ 22	\$ 83
Electric revenue from affiliate	(1)	4
Fuel	(1)	24
Energy purchases	1	1
Energy purchases from affiliate	10	26

## Other Operation and Maintenance

The increase (decrease) in other operation and maintenance expense for the periods ended June 30, 2014 compared with 2013 was due to:

	Three Months	Six Months
Timing and scope of generation maintenance outages	\$ 4	\$ 7
Storm expenses	2	2
Other	3	1
Total	\$ 9	\$ 10

## Interest Expense

Interest expense increased by \$3 million and \$5 million for the three and six months ended June 30, 2014 compared with 2013 primarily due to the issuance of \$250 million First Mortgage Bonds in November 2013.

## Income Taxes

Income taxes increased by \$7 million for the six months ended June 30, 2014 compared with 2013 primarily due to the change in pre-tax income at current period tax rates.

## Financial Condition

The remainder of this Item 2 in this Form 10-Q is presented on a combined basis, providing information, as applicable, for all Registrants.

## Liquidity and Capital Resources

(All Registrants)

The Registrants had the following at:

	PPL (a)	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
June 30, 2014						
Cash and cash equivalents	\$ 1,269	\$ 264	\$ 149	\$ 23	\$ 5	\$ 18
Notes receivable from affiliates				16		
Short-term debt	808	324		320	70	175
December 31, 2013						
Cash and cash equivalents	\$ 1,102	\$ 239	\$ 25	\$ 35	\$ 8	\$ 21
Notes receivable from affiliates			150	70		

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Short-term debt	701	20	245	20	150
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(a) At June 30, 2014, \$462 million of cash and cash equivalents were denominated in GBP. If these amounts would be remitted as dividends, PPL may be subject to additional U.S. taxes, net of allowable foreign income tax credits. Historically, dividends paid by foreign subsidiaries have been limited to distributions of the current year's earnings. See Note 5 to the Financial Statements in PPL's 2013 Form 10-K for additional information on undistributed earnings of WPD.

Net cash provided by (used in) operating, investing and financing activities for the six-month periods ended June 30, and the changes between periods were as follows.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
<b>2014</b>						
Operating activities	\$ 1,583	\$ 290	\$ 148	\$ 516	\$ 202	\$ 297
Investing activities	(2,103)	(403)	(295)	(501)	(248)	(305)
Financing activities	671	138	271	(27)	43	5
<b>2013</b>						
Operating activities	\$ 947	\$ 227	\$ 115	\$ 297	\$ 186	\$ 190
Investing activities	(1,834)	(282)	(455)	(568)	(226)	(340)
Financing activities	710	(93)	224	251	31	139

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Change - Cash Provided (Used)						
Operating activities	\$ 636	\$ 63	\$ 33	\$ 219	\$ 16	\$ 107
Investing activities	(269)	(121)	160	67	(22)	35
Financing activities	(39)	231	47	(278)	12	(134)

#### Operating Activities

The components of the change in cash provided by (used in) operating activities for the six months ended June 30, 2014 compared with 2013 were as follows.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Change - Cash Provided (Used)						
Net income	\$ (273)	\$ (101)	\$ 28	\$ 20	\$ 14	\$ 9
Non-cash components	234	(37)	(46)	52	(5)	14
Working capital	300	58	(14)	31	(20)	5
Defined benefit funding	250	74	69	116	34	58
Other operating activities	125	69	(4)	(7)	(7)	21
Total	\$ 636	\$ 63	\$ 33	\$ 219	\$ 16	\$ 107

#### (PPL)

The increase in cash from changes in components of working capital was partially due to a decrease in customer and other accounts receivable (primarily due to changes in customer rates and changes in income tax receivables) and a reduction in collateral returned to counterparties.

#### (PPL Energy Supply)

The increase in cash from changes in components of working capital was primarily due to a decrease in prepayments (primarily due to higher federal income tax payments in 2013) and a reduction in collateral returned to counterparties, partially offset by an increase in net cash paid related to power options. The change in cash from other operating activities was partially due to cash payments made in 2013 on PPL Montana's operating lease arrangement related to partial interests in Units 1, 2 and 3 of the Colstrip coal-fired electric generating facility that was terminated in December 2013.

#### (PPL Electric)

The decrease in non-cash components of net income primarily consisted of deferred income tax benefits.

#### (LKE)

LKE's non-cash components of net income included a \$54 million increase in deferred income taxes primarily due to utilization of net operating losses. The increase in cash from changes in components of working capital was driven

primarily by the change in accounts receivable and unbilled revenues due to weather and higher rates, and lower fuel inventory due to weather, offset by a decrease in accounts payable due to timing of fuel purchases.

(LG&E)

LG&E's increase in cash from changes in components of working capital was driven primarily by the change in accounts receivable and unbilled revenues due to weather and higher rates, offset by a decrease in accounts payable due to timing of fuel purchases.

(KU)

KU's non-cash components of net income included a \$17 million increase in deferred income taxes primarily due to utilization of net operating losses.



## Investing Activities

## Expenditures for Property, Plant and Equipment

The primary use of cash within investing activities is expenditures for PP&E. The change in these expenditures for the six months ended June 30, 2014 compared with 2013 was as follows.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
(Increase) Decrease	\$ (57)	\$ 65	\$ 15	\$ 23	\$ (13)	\$ 36

The increase in expenditures for PP&E for PPL was primarily due to higher project costs to enhance system reliability at WPD and the changes in project expenditures at PPL Energy Supply, LG&E and KU. The decrease in expenditures at PPL Energy Supply was partially due to expenditures made in 2013 for the Holtwood hydroelectric expansion project. The increase in expenditures for LG&E was primarily due to environmental air projects at LG&E's Mill Creek plant and GLT projects, partially offset by lower expenditures for the construction of Cane Run Unit 7. The decrease in expenditures for KU was related to lower expenditures for the construction of Cane Run Unit 7 and environmental CCR projects at KU's Ghent and E.W. Brown plants, partially offset by higher expenditures for environmental air projects at KU's Ghent and E.W. Brown plants.

## Other Significant Changes in Components of Investing Activities

For PPL and PPL Energy Supply, the change in investing activities for the six months ended June 30, 2014 compared with 2013 reflects increases of \$234 million in restricted cash and cash equivalents. These changes were primarily related to increased cash collateral requirements in 2014 of \$257 million to support PPL Energy Supply's commodity hedging program primarily due to higher forward prices. PPL Energy Supply borrowed under its short-term credit facilities to help fund these increased collateral requirements.

For PPL Electric, the change in investing activities was primarily due to cash received for notes receivable from affiliates of \$150 million.

## Financing Activities

The components of the change in cash provided by (used in) financing activities for the six months ended June 30, 2014 compared with 2013 was as follows.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Change - Cash Provided (Used)						
Long-term debt issuances/retirements, net	\$ (384)		\$ 286			
Stock issuances/redemptions, net	786					
Dividends	(44)		(21)		\$ (12)	\$ (31)
		\$ 119	(110)	\$ (179)	(1)	(26)

Capital  
contributions/distributions,  
net

Change in short-term debt, net	(456)	105	(105)	(52)	25	(77)
Other financing activities	59	7	(3)	(47)		
Total	\$ (39)	\$ 231	\$ 47	\$ (278)	\$ 12	\$ (134)

For LKE, the change in Other financing activities for the six months ended June 30, 2014 compared with 2013 was due to a \$47 million borrowing in 2013 included in notes payable with affiliates.

See Note 7 to the Financial Statements in this Form 10-Q for information on 2014 short and long-term debt activity, equity transactions and dividends. See the Registrants' 2013 Form 10-K for information on 2013 activity.

## Credit Facilities

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. Amounts borrowed under these credit facilities are reflected in "Short-term debt" on the Balance Sheets. At June 30, 2014, the total committed borrowing capacity and the use of that capacity under these credit facilities was as follows.

## External (All Registrants)

	Committed Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity
PPL Capital Funding Credit Facilities	\$ 450		\$ 11	\$ 439
PPL Energy Supply Credit Facilities	3,150	\$ 175	407	2,568
PPL Electric Credit Facility	300		1	299
LKE Credit Facility	75	75		
LG&E Credit Facility	500		70	430
KU Credit Facilities	598		373	225
Total LKE	1,173	75	443	655
Total U.S. Credit Facilities (a)	\$ 5,073	\$ 250	\$ 862	\$ 3,961
Total U.K. Credit Facilities (b)	£ 1,055	£ 97		£ 958

(a) The commitments under the U.S. credit facilities are provided by a diverse bank group, with no one bank and its affiliates providing an aggregate commitment of more than the following percentages of the total committed capacity: PPL - 10%, PPL Energy Supply - 10%, PPL Electric - 6%, LKE - 12%, LG&E - 6% and KU - 22%.

(b) The amount borrowed at June 30, 2014 was a USD-denominated borrowing of \$164 million. At June 30, 2014, the USD equivalent of unused capacity under the U.K. committed credit facilities was \$1.6 billion.

The commitments under the U.K. credit facilities are provided by a diverse bank group, with no one bank providing more than 13% of the total committed capacity.

As a result of the proposed spinoff transaction, PPL Energy Supply is in the process of syndicating a \$1.85 billion credit facility which is currently fully committed. This syndicated credit facility will replace the existing \$3 billion PPL Energy Supply syndicated credit facility and will be effective upon closing of the spinoff transaction. See "Overview - Business Strategy" and "Financial and Operational Developments - Other Financial and Operational Developments - Anticipated Spinoff of PPL Energy Supply" above for additional information.

During the second quarter of 2014, PPL Energy Supply's corporate credit rating was lowered to below investment grade. At June 30, 2014, the additional collateral posted as a result of the downgrade was \$176 million. PPL Energy Supply primarily issued letters of credit under its credit facilities noted above to post the required collateral. PPL Energy Supply continues to have adequate access to the capital markets and adequate capacity under its credit facilities and does not expect a material change in its financing costs as a result of the downgrade.

See Note 7 to the Financial Statements for further discussion of the Registrants' credit facilities.

Intercompany (All Registrants except PPL)

	Committed Capacity	Borrowed	Unused Capacity
PPL Energy Supply Credit Facility	\$ 200		\$ 200
PPL Electric Credit Facility	100		100
LKE Credit Facility	225		225
LG&E Money Pool (a)	500		500
KU Money Pool (a)	500		500

(a) LG&E and KU participate in an intercompany money pool agreement whereby LKE, LG&E and/or KU make available funds up to \$500 million at an interest rate based on a market index of commercial paper issues.

See Note 11 to the Financial Statements for further discussion of intercompany credit facilities.

## Commercial Paper (All Registrants)

PPL Energy Supply, PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund their short-term liquidity needs, as necessary. Commercial paper issuances are supported by the respective Registrant's Syndicated Credit Facility.

Outstanding commercial paper issuances are reflected in "Short-term debt" on the Balance Sheets. At June 30, 2014, the available capacity and the use of that capacity was as follows:

	Capacity	Commercial Paper Issuances	Unused Capacity
PPL Energy Supply	\$ 750	\$ 149	\$ 601
PPL Electric	300		300
LG&E	350	70	280
KU	350	175	175
Total LKE	700	245	455
Total PPL	\$ 1,750	\$ 394	\$ 1,356

## Long-term Debt and Equity Securities (PPL and PPL Electric)

The long-term debt and equity securities activity through June 30, 2014 was:

	Debt Issuances (a)	Debt Retirements	Net Stock Issuances
PPL	\$ 296	\$ 239	\$ 1,017
PPL Electric	296	10	
Non-cash Transactions:			
PPL (b)	\$ 750	\$ 750	

(a) Issuances are net of pricing discounts, where applicable and exclude the impact of debt issuance costs.

(b) Represents the remarketing of Junior Subordinated Notes that were issued as a component of PPL's 2011 Equity Units.

## Common Stock Dividends (PPL)

In May 2014, PPL declared its quarterly common stock dividend, payable July 1, 2014, at 37.25 cents per share (equivalent to \$1.49 per annum). Future dividends, declared at the discretion of the Board of Directors, will be dependent upon future earnings, cash flows, financial and legal requirements and other factors.

## Rating Agency Actions

(All Registrants)

Moody's, S&P and Fitch periodically review the credit ratings on the debt of the Registrants and their subsidiaries. Based on their respective independent reviews, the rating agencies may make certain ratings revisions or ratings affirmations.

A credit rating reflects an assessment by the rating agency of the creditworthiness associated with an issuer and particular securities that it issues. The credit ratings of the Registrants and their subsidiaries are based on information provided by the Registrants and other sources. The ratings of Moody's, S&P and Fitch are not a recommendation to buy, sell or hold any securities of the Registrants or their subsidiaries. Such ratings may be subject to revisions or withdrawal by the agencies at any time and should be evaluated independently of each other and any other rating that may be assigned to the securities. The credit ratings of the Registrants and their subsidiaries affect their liquidity, access to capital markets and cost of borrowing under their credit facilities.

The rating agencies have taken the following actions related to the Registrants and their subsidiaries during 2014:

(PPL)

In January 2014, Moody's affirmed its ratings and revised its outlook to stable for PPL.

In March 2014, Moody's, S&P and Fitch assigned ratings of Baa3, BBB- and BBB, respectively, to PPL Capital Funding's \$350 million 3.95% Senior Notes due 2024 and \$400 million 5.00% Senior Notes due 2044. Fitch also assigned a stable outlook to these notes.

In April 2014, Moody's affirmed its ratings with a stable outlook for PPL WEM, WPD (East Midlands), WPD (West Midlands), PPL WW, WPD (South Wales) and WPD (South West).

In April 2014, Fitch affirmed its ratings with a stable outlook for PPL and PPL Capital Funding.

In June 2014, Moody's affirmed its ratings and revised its outlook to positive for PPL and PPL Capital Funding.

In June 2014, S&P affirmed its ratings for PPL, PPL Capital Funding, PPL WEM, WPD (East Midlands), WPD (West Midlands), PPL WW, WPD (South Wales) and WPD (South West) and placed the issuers on CreditWatch with positive implications.

In June 2014, Fitch affirmed its ratings with a stable outlook for PPL and PPL Capital Funding.

(PPL and PPL Energy Supply)

In April 2014, Fitch affirmed its ratings with a negative outlook for PPL Energy Supply.

In May 2014, S&P lowered its long-term issuer rating and senior unsecured rating from BBB to BB+ and its commercial paper rating and short-term issuer rating from A-2 to A-3 with a stable outlook for PPL Energy Supply.

In June 2014, Moody's lowered its senior unsecured rating from Baa2 to Ba1 and its commercial paper rating and short-term issuer rating from P-2 to Not Prime with a negative outlook for PPL Energy Supply. Moody's also assigned a Corporate Family Rating of Ba1, a Probability of Default Rating of Ba1-PD and a Speculative Grade Liquidity rating of SGL-1 to PPL Energy Supply.

In June 2014, S&P lowered its long-term issuer rating and senior unsecured rating from BB+ to BB and its commercial paper rating and short-term issuer rating from A-3 to B for PPL Energy Supply and placed the issuer on CreditWatch with negative implications.

In June 2014, Fitch lowered its long-term issuer default rating and senior unsecured debt rating from BBB- to BB and its commercial paper rating and short-term issuer default rating from F3 to B for PPL Energy Supply and placed the issuer on Rating Watch Negative.

(PPL and PPL Electric)

In January 2014, Moody's upgraded its long-term issuer rating and senior unsecured rating from Baa2 to Baa1 and senior secured rating from A3 to A2, affirmed its commercial paper rating and revised its outlook to stable for PPL Electric.

In April 2014, Fitch affirmed its ratings with a stable outlook for PPL Electric.

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In June 2014, S&P affirmed its ratings for PPL Electric and placed the issuer on CreditWatch with positive implications.

In June 2014, Moody's, S&P, and Fitch assigned ratings of A2, A- and A-, respectively, to PPL Electric's \$300 million 4.125% First Mortgage Bonds due 2044. Fitch also assigned a stable outlook to these notes.

(PPL, LKE, LG&E and KU)

In January 2014, Moody's affirmed its ratings and revised its outlook to stable for LKE.



In January 2014, Moody's upgraded its long-term issuer ratings and senior unsecured ratings from Baa1 to A3 and senior secured ratings from A2 to A1, affirmed its commercial paper ratings and revised its outlook to stable for LG&E and KU.

In February 2014, Moody's affirmed its ratings for KU's 2000 Series A Solid Waste Disposal Facility Revenue Bonds, KU's 2004 Series A and 2008 Series A Environmental Facilities Revenue Bonds and KU's 2006 Series B Environmental Facilities Revenue Refunding Bonds.

In April 2014, Fitch affirmed its ratings with a stable outlook for LKE, LG&E and KU.

In June 2014, S&P affirmed its ratings for LKE, LG&E and KU and placed the issuers on CreditWatch with positive implications.

In June 2014, Moody's affirmed its ratings and revised its outlook to positive for LKE.

In June 2014, S&P affirmed its ratings for KU's 2000 Series A Solid Waste Disposal Facility Revenue Bonds, KU's 2004 Series A and 2008 Series A Environmental Facilities Revenue Bonds and KU's 2006 Series B Environmental Facilities Revenue Refunding Bonds and placed them on CreditWatch with positive implications.

#### Ratings Triggers

(All Registrants except PPL Electric)

Various derivative and non-derivative contracts, including contracts for the sale and purchase of electricity and fuel, commodity transportation and storage, interest rate and foreign currency instruments (for PPL), contain provisions that require the posting of additional collateral or permit the counterparty to terminate the contract, if PPL's, PPL Energy Supply's, LKE's, LG&E's or KU's or their subsidiaries' credit rating, as applicable, were to fall below investment grade. See Note 14 to the Financial Statements for a discussion of "Credit Risk-Related Contingent Features," including a discussion of the potential additional collateral requirements for PPL, PPL Energy Supply, LKE and LG&E for derivative contracts in a net liability position at June 30, 2014.

#### Capital Expenditures

(PPL)

Capital expenditure plans are revised periodically to reflect changes in operational, market and regulatory conditions. In the second quarter of 2014, PPL increased its projected capital spending for the period 2014 through 2018 related to distribution facilities by approximately \$0.3 billion from the previously disclosed \$1.9 billion projection included in PPL's 2013 Form 10-K. The increased projected capital spending results from a change in the forecasted foreign currency exchange rate for WPD expenditures that increased each yearly estimate by approximately \$70 million.

(PPL, LKE, LG&E and KU)

LG&E and KU continue to evaluate their future capacity requirements with the possibility that reduced or delayed capacity needs may result in adjustments to the timing of previously estimated capacity construction at KU's Green River generating site. See Note 8 to the Financial Statements for additional information.

(All Registrants)

For additional information on the Registrants' liquidity and capital resources, see "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Registrants' 2013 Form 10-K.

Risk Management

Market Risk

(All Registrants)

See Notes 13 and 14 to the Financial Statements for information about the Registrants' risk management objectives, valuation techniques and accounting designations.

The forward-looking information presented below provides estimates of what may occur in the future, assuming certain adverse market conditions and model assumptions. Actual future results may differ materially from those presented. These disclosures are not precise indicators of expected future losses, but only indicators of possible losses under normal market conditions at a given confidence level.

#### Commodity Price Risk (Non-trading)

(PPL, LKE, LG&E and KU)

LG&E's and KU's retail electric and natural gas rates and municipal wholesale electric rates are set by regulatory commissions and the fuel costs incurred are directly recoverable from customers. As a result, LG&E and KU are subject to commodity price risk for only a small portion of on-going business operations. LG&E and KU sell excess economic generation to maximize the value of the physical assets at times when the assets are not required to serve LG&E's or KU's customers. See Note 14 to the Financial Statements for additional information.

(PPL and PPL Electric)

PPL Electric is exposed to market price and volumetric risks from its obligation as PLR. The PUC has approved a cost recovery mechanism that allows PPL Electric to pass through to customers the cost associated with fulfilling its PLR obligation. This cost recovery mechanism substantially eliminates PPL Electric's exposure to market price risk. PPL Electric also mitigates its exposure to volumetric risk by entering into full-requirement energy supply contracts for the majority of its PLR obligations. These supply contracts transfer the volumetric risk associated with the PLR obligation to the energy suppliers.

(PPL and PPL Energy Supply)

PPL Energy Supply segregates its non-trading activities into two categories: hedge activity and economic activity. Transactions that are accounted for as hedge activity qualify for hedge accounting treatment. The economic activity category includes transactions that address a specific risk, but were not eligible for hedge accounting or for which hedge accounting was not elected. This activity includes the changes in fair value of positions used to hedge a portion of the economic value of PPL Energy Supply's competitive generation assets and full-requirement sales and retail contracts. This economic activity is subject to changes in fair value due to market price volatility of the input and output commodities (e.g., fuel and power). Although they do not receive hedge accounting treatment, these transactions are considered non-trading activity. See Note 14 to the Financial Statements for additional information.

To hedge the impact of market price volatility on PPL Energy Supply's energy-related assets, liabilities and other contractual arrangements, PPL Energy Supply both sells and purchases physical energy at the wholesale level under FERC market-based tariffs throughout the U.S. and enters into financial exchange-traded and over-the-counter contracts. PPL Energy Supply's non-trading commodity derivative contracts range in maturity through 2019.

The following tables sets forth the changes in the net fair value of non-trading commodity derivative contracts for the periods ended June 30. See Notes 13 and 14 to the Financial Statements for additional information.

	Gains (Losses)			
	Three Months		Six Months	
	2014	2013	2014	2013
Fair value of contracts outstanding at the beginning of the period	\$ (141)	\$ 229	\$ 107	\$ 473

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Contracts realized or otherwise settled during the period	(20)	(100)	485	(237)
Fair value of new contracts entered into during the period (a)	19	37	3	46
Other changes in fair value	(36)	119	(773)	3
Fair value of contracts outstanding at the end of the period	\$ (178)	\$ 285	\$ (178)	\$ 285

(a) Represents the fair value of contracts at the end of the quarter of their inception.

The following table segregates the net fair value of non-trading commodity derivative contracts at June 30, 2014, based on the observability of the information used to determine the fair value.

Source of Fair Value	Net Asset (Liability)				Total Fair Value
	Maturity Less Than 1 Year	Maturity 1-3 Years	Maturity 4-5 Years	Maturity in Excess of 5 Years	
Prices based on significant observable inputs (Level 2)	\$ (159)	\$ (12)	\$ 8	\$ 1	\$ (162)
Prices based on significant unobservable inputs (Level 3)	(21)	4	1		(16)
Fair value of contracts outstanding at the end of the period	\$ (180)	\$ (8)	\$ 9	\$ 1	\$ (178)

PPL Energy Supply sells electricity, capacity and related services and buys fuel on a forward basis to hedge the value of energy from its generation assets. If PPL Energy Supply were unable to deliver firm capacity and energy or to accept the delivery of fuel under its agreements, under certain circumstances it could be required to pay liquidating damages. These damages would be based on the difference between the market price and the contract price of the commodity. Depending on price changes in the wholesale energy markets, such damages could be significant. Extreme weather conditions, unplanned power plant outages, transmission disruptions, nonperformance by counterparties (or their counterparties) with which it has energy contracts and other factors could affect PPL Energy Supply's ability to meet its obligations, or cause significant increases in the market price of replacement energy. Although PPL Energy Supply attempts to mitigate these risks, there can be no assurance that it will be able to fully meet its firm obligations, that it will not be required to pay damages for failure to perform, or that it will not experience counterparty nonperformance in the future.

#### Commodity Price Risk (Trading)

PPL Energy Supply's trading commodity derivative contracts range in maturity through 2020. The following table sets forth changes in the net fair value of trading commodity derivative contracts for the periods ended June 30. See Notes 13 and 14 to the Financial Statements for additional information.

	Gains (Losses)			
	Three Months		Six Months	
	2014	2013	2014	2013
Fair value of contracts outstanding at the beginning of the period	\$ 31	\$ 15	\$ 11	\$ 29
Contracts realized or otherwise settled during the period	(3)		(3)	(2)
Fair value of new contracts entered into during the period (a)	(5)	(4)	(18)	(16)
Other changes in fair value	49	7	82	7
Fair value of contracts outstanding at the end of the period	\$ 72	\$ 18	\$ 72	\$ 18

(a) Represents the fair value of contracts at the end of the quarter of their inception.

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The following table segregates the net fair value of trading commodity derivative contracts at June 30, 2014, based on the observability of the information used to determine the fair value.

Source of Fair Value	Net Asset (Liability)				Total Fair Value
	Maturity Less Than 1 Year	Maturity 1-3 Years	Maturity 4-5 Years	Maturity in Excess of 5 Years	
Prices based on significant observable inputs (Level 2)	\$ (2)	\$ (19)		\$ 3	\$ (18)
Prices based on significant unobservable inputs (Level 3)	4	29	\$ 36	21	90
Fair value of contracts outstanding at the end of the period	\$ 2	\$ 10	\$ 36	\$ 24	\$ 72

VaR Models

A VaR model is utilized to measure commodity price risk in unregulated gross energy margins for the non-trading and trading portfolios. VaR is a statistical model that attempts to estimate the value of potential loss over a given holding period under normal market conditions at a given confidence level. VaR is calculated using a Monte Carlo simulation technique based on a five-day holding period at a 95% confidence level. Given the company's disciplined hedging program, the non-trading VaR exposure is expected to be limited in the short-term. The VaR for portfolios using end-of-month results for the six months ended June 30, 2014 was as follows.

		Trading VaR	Non-Trading VaR
95% Confidence Level, Five-Day Holding Period			
Period End		\$ 9	\$ 15
Average for the Period		9	10
High		10	15
Low		8	5

The trading portfolio includes all proprietary trading positions, regardless of the delivery period. All positions not considered proprietary trading are considered non-trading. The non-trading portfolio includes the entire portfolio, including generation, with delivery periods through the next 12 months. Both the trading and non-trading VaR computations exclude FTRs due to the absence of reliable spot and forward markets. The fair value of the non-trading and trading FTR positions was insignificant at June 30, 2014.

#### Interest Rate Risk (All Registrants)

The Registrants and their subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. The Registrants and their subsidiaries utilize various financial derivative instruments to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of their debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under the risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolios due to changes in the absolute level of interest rates.

The following interest rate hedges were outstanding at June 30, 2014.

	Exposure	Fair Value, Net - Asset (Liability)	Effect of a 10% Adverse Movement in Rates	Maturities Ranging Through
	Hedged	(a)	(b)	
PPL				
Cash flow hedges				
Interest rate swaps (c)	\$ 475	\$ (11)	\$ (15)	2026
Cross-currency swaps (d)	1,262	(48)	(177)	2028
Economic hedges				
Interest rate swaps (e)	179	(43)	(3)	2033
LKE and LG&E				
Economic hedges				
Interest rate swaps (e)	179	(43)	(3)	2033

(a) Includes accrued interest, if applicable.

(b) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability. Sensitivities represent a 10% adverse movement in interest rates, except for cross-currency swaps which also includes foreign currency exchange rates.

(c) Changes in the fair value of such cash flow hedges are recorded in equity or as regulatory assets or regulatory liabilities, if recoverable through regulated rates and reclassified into earnings in the same period during which the

item being hedged affects earnings.

- (d) Cross-currency swaps are utilized to hedge the principal and interest payments of WPD's U.S. dollar-denominated senior notes. Changes in the fair value of these instruments are recorded in equity and reclassified into earnings in the same period during which the item being hedged affects earnings.
- (e) Realized changes in the fair value of such economic hedges are recoverable through regulated rates and any subsequent changes in fair value of these derivatives are included in regulatory assets or regulatory liabilities.

The Registrants are exposed to a potential increase in interest expense and to changes in the fair value of their debt portfolios. The estimated impact of a 10% adverse movement in interest rates at June 30, 2014 is shown below.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Increase in interest expense	Not Significant	Not Significant	Not Significant	Not Significant	Not Significant	Not Significant
Increase in fair value of debt	\$ 768	\$ 45	\$ 135	\$ 141	\$ 44	\$ 83



## Foreign Currency Risk (PPL)

PPL is exposed to foreign currency risk, primarily through investments in U.K. affiliates. In addition, PPL's domestic operations may make purchases of equipment in currencies other than U.S. dollars.

PPL has adopted a foreign currency risk management program designed to hedge certain foreign currency exposures, including firm commitments, recognized assets or liabilities, anticipated transactions and net investments. In addition, PPL enters into financial instruments to protect against foreign currency translation risk of expected earnings.

The following foreign currency hedges were outstanding at June 30, 2014.

	Exposure Hedged	Fair Value, Net - Asset (Liability)	Effect of a 10% Adverse Movement in Foreign Currency Exchange Rates (a)	Maturities Ranging Through
Net investment hedges (b)	£ 306	\$ (27)	\$ (52)	2016
Economic hedges (c)	1,750	(147)	(285)	2016

- (a) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability.
- (b) To protect the value of a portion of its net investment in WPD, PPL executes forward contracts to sell GBP. The positions outstanding exclude the amount of intercompany loans classified as net investment hedges. See Note 14 to the Financial Statements for additional information.
- (c) To economically hedge the translation of expected earnings denominated in GBP to U.S. dollars, PPL enters into a combination of average rate forwards and average rate options to sell GBP.

## NDT Funds - Securities Price Risk (PPL and PPL Energy Supply)

In connection with certain NRC requirements, PPL Susquehanna maintains trust funds to fund certain costs of decommissioning the PPL Susquehanna nuclear plant (Susquehanna). At June 30, 2014, these funds were invested primarily in domestic equity securities and fixed-rate, fixed-income securities and are reflected at fair value on the Balance Sheet. The mix of securities is designed to provide returns sufficient to fund Susquehanna's decommissioning and to compensate for inflationary increases in decommissioning costs. However, the equity securities included in the trusts are exposed to price fluctuation in equity markets, and the values of fixed-rate, fixed-income securities are primarily exposed to changes in interest rates. PPL actively monitors the investment performance and periodically reviews asset allocation in accordance with its nuclear decommissioning trust policy statement. At June 30, 2014, a hypothetical 10% increase in interest rates and a 10% decrease in equity prices would have resulted in an estimated \$70 million reduction in the fair value of the trust assets. See Notes 13 and 17 to the Financial Statements for additional information regarding the NDT funds.

## Credit Risk (All Registrants)

See Notes 13 and 14 to the Financial Statements in this Form 10-Q and "Risk Management - Credit Risk" in the Registrants' 2013 Form 10-K for additional information.

#### Foreign Currency Translation (PPL)

The value of the British pound sterling fluctuates in relation to the U.S. dollar. Changes in this exchange rate resulted in a foreign currency translation gain of \$140 million for the six months ended June 30, 2014, which primarily reflected a \$349 million increase to PP&E and goodwill offset by an increase of \$209 million to net liabilities. Changes in this exchange rate resulted in a foreign currency translation loss of \$269 million for the six months ended June 30, 2013, which primarily reflected a \$714 million reduction to PP&E and goodwill offset by a reduction of \$445 million to net liabilities. The impact of foreign currency translation is recorded in AOCI.

#### Related Party Transactions (All Registrants)

The Registrants are not aware of any material ownership interests or operating responsibility by senior management in outside partnerships, including leasing transactions with variable interest entities, or other entities doing business with the Registrants. See Note 11 to the Financial Statements for additional information on related party transactions for PPL Energy Supply, PPL Electric, LKE, LG&E and KU.

## Acquisitions, Development and Divestitures

(All Registrants)

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with the projects, sell, cancel or expand them, execute tolling agreements or pursue other options. See Note 8 to the Financial Statements for information on the more significant activities.

(PPL and PPL Energy Supply)

See Note 8 to the Financial Statements for information on the anticipated spinoff of PPL Energy Supply.

## Environmental Matters

(All Registrants)

Extensive federal, state and local environmental laws and regulations are applicable to PPL's, PPL Energy Supply's, LKE's, LG&E's and KU's air emissions, water discharges and the management of hazardous and solid waste, as well as other aspects of the Registrants' businesses. The cost of compliance or alleged non-compliance cannot be predicted with certainty but could be material. In addition, costs may increase significantly if the requirements or scope of environmental laws or regulations, or similar rules, are expanded or changed. Costs may take the form of increased capital expenditures or operating and maintenance expenses, monetary fines, penalties or other restrictions. Many of these environmental law considerations are also applicable to the operations of key suppliers, or customers, such as coal producers and industrial power users, and may impact the cost for their products or their demand for the Registrants' services.

The following is a discussion of the more significant environmental matters. See Note 10 to the Financial Statements in this Form 10-Q and "Item 1. Business - Environmental Matters" in the Registrants' 2013 Form 10-K for additional information on environmental matters.

### Climate Change

Physical effects associated with climate change could include the impact of changes in weather patterns, such as storm frequency and intensity, and the resultant potential damage, as applicable, to the Registrants' generation assets, electricity transmission and delivery systems, as well as impacts on the Registrants' customers. In addition, changed weather patterns could potentially reduce annual rainfall in areas where PPL, PPL Energy Supply, LKE, LG&E and KU have hydroelectric generating facilities or where river water is used to cool their fossil and nuclear (as applicable) powered generators. The Registrants cannot currently predict whether their businesses will experience these potential risks or estimate the cost of their related consequences.

In June 2013, President Obama released his Climate Action Plan which reiterates the goal of reducing GHG emissions in the U.S. through such actions as regulating power plant emissions, promoting increased use of renewables and clean energy technology, and establishing tighter energy efficiency standards. Also, by Presidential Memorandum, the EPA was directed to issue a revised proposal for new power plants (a prior proposal was issued in 2012) by September 20, 2013, with a final rule to be issued in a timely fashion thereafter, and to issue proposed standards for existing power plants by June 1, 2014 with a final rule by June 1, 2015. The EPA was further directed to require that states develop implementation plans for existing plants by June 30, 2016.

The EPA's revised proposal for new sources was published in the Federal Register on January 8, 2014. The proposed limits for coal plants can only be achieved through carbon capture and sequestration, a technology that is not presently commercially viable and, therefore, effectively preclude the construction of new coal plants. The proposed standards for new gas plants may also not be continuously achievable.

The EPA's proposed regulation addressing GHG emissions from existing power plants was published in the Federal Register on June 18, 2014, making the comment deadline October 16, 2014. The proposal contains very stringent, state-specific rate-based reduction goals to be achieved in two phases (2020-2029 and 2030 and beyond). The EPA believes it has offered some flexibility to the states as to how state plans can be crafted, including the option to demonstrate compliance on a mass basis or through a multi-state collaboration, however, the EPA's proposed broad definition of the "best system of emission reduction" (BSER) substantially limits this flexibility. PPL is analyzing the proposal and potential impacts in preparation for submitting comments to the agency by the October 16, 2014 deadline. The regulation of GHG emissions from existing plants could have a significant industry-wide impact depending on the structure and stringency of the final rule and state implementation plans.

The Administration's increase in its estimate of the "social cost of carbon" (which is used to calculate benefits associated with proposed regulations) from \$23.80 to \$38 per metric ton in 2015 may lead to more costly regulatory requirements. The White House Office of Management and Budget opened this issue for public comment and PPL submitted comments.

Additionally, the Climate Action Plan requirements related to preparing the U.S. for the impacts of climate change could affect PPL, PPL Electric, LKE, LG&E and KU and others in the industry as modifications to electricity delivery systems to improve the ability to withstand major storms may be needed in order to meet those requirements.

#### Waters of the United States

On April 21, 2014, the EPA and the U.S. Army Corps of Engineers published a proposed rule which greatly expands the Clean Water Act definition of Waters of the United States. Comments are due by October 20, 2014. If the definition is expanded as proposed, permits and other regulatory requirements may be imposed for many matters presently not covered (including vegetation management for transmission lines and activities affecting storm water conveyances and wetlands), the implications of which could be significant. Both the U.S. House and Senate are considering legislation to block this regulation.

(All Registrants except PPL Electric)

#### Coal Combustion Residuals (CCRs)

In June 2010, the EPA proposed two approaches to regulating the disposal and management of CCRs (as either hazardous or non-hazardous waste) under RCRA. Under a litigation settlement agreement involving certain environmental groups, the EPA has agreed to issue its final rulemaking by December 2014. Regulations could impact handling, disposal and/or beneficial use of CCRs. Recent ash spills that have occurred within the utility industry may precipitate more stringent regulation of both active and legacy CCR sites. The financial and operational impact is expected to be material if CCRs are regulated as hazardous waste, and significant if regulated as non-hazardous.

In July 2013, the U.S. House of Representatives passed House Bill H.R. 2218, the Coal Residuals and Reuse Management Act of 2013, which would preempt the EPA from issuing final CCR regulations and set rules governing state programs. It remains uncertain whether similar legislation would be passed by the U.S. Senate.

#### Effluent Limitation Guidelines (ELGs)

In June 2013, the EPA published proposed regulations to revise discharge limitations for steam electric generation wastewater permits. The proposed limitations are based on the EPA review of available treatment technologies and their capacity for reducing pollutants and include new requirements for fly ash and bottom ash transport water and metal cleaning waste waters, as well as new limits for scrubber wastewater and landfill leachate. The EPA's proposed ELG regulations also contain some requirements that would affect the inspection and operation of CCR facilities, if finalized as proposed. The proposal contains several alternative approaches, some of which could significantly impact PPL's, PPL Energy Supply's, LKE's, LG&E's and KU's coal-fired plants. The final regulation is expected to be issued

by September 2015, which is contingent upon the EPA meeting its deadline for issuing the final CCR regulation. At the present time, PPL, PPL Energy Supply, LKE, LG&E and KU are unable to predict the outcome of this matter or estimate a range of reasonably possible costs, but the costs could be significant. Pending finalization of the ELGs, certain states (including Pennsylvania and Kentucky) and environmental groups are proposing more stringent technology-based limits in permit renewals. Depending on the final limits imposed, the costs of compliance could be significant and costs could be imposed ahead of federal timelines.

Clean Water Act/316(b)

On May 19, 2014, the EPA issued its final rule under 316(b) of the Clean Water Act. It will become effective upon publication which is expected in July. The regulation applies to nearly all PPL-owned steam electric generation plants in Pennsylvania, Kentucky, and Montana, even those equipped with closed-cycle cooling systems. The rule requires Best Technology Available to reduce mortality of aquatic organisms that are pulled into the plant cooling water system (entrainment), and imposes standards for reduction of mortality of aquatic organisms trapped on water intake screens (impingement). For some plants, studies required by the rule will be used to determine the proper technology for compliance. PPL, PPL Energy Supply, LKE, LG&E and KU are evaluating compliance strategies but do not presently expect the compliance costs to be material.

## MATS

In February 2012, the EPA finalized MATS requiring fossil-fuel fired plants to reduce emissions of mercury and other hazardous air pollutants by April 16, 2015. The rule, which was challenged by industry groups and states, was upheld by the D.C. Circuit Court in April 2014. The EPA has subsequently proposed changes to the rule with respect to new sources to address the concern that the rule effectively precludes construction of any new coal-fired plants. PPL, PPL Energy Supply, LKE, LG&E and KU are generally well-positioned to comply with MATS, primarily due to recent investments in environmental controls at PPL Energy Supply and approved ECR plans to install additional controls at some of LG&E's and KU's Kentucky plants. Additionally, PPL Energy Supply is evaluating chemical additive systems for mercury control at Brunner Island, and modifications to existing controls at Colstrip for improved particulate matter reductions. In September 2012, PPL Energy Supply announced its intention to place its Corette plant in long-term reserve status beginning in April 2015 due to expected market conditions and costs to comply with MATS. The Corette plant asset group was determined to be impaired in December 2013. See "Application of Critical Accounting Policies - Asset Impairment (Excluding Investments)" in PPL's and PPL Energy Supply's 2013 Form 10 K for additional information. Also, LG&E, KU and PPL Energy Supply have received compliance extensions for certain plants in Kentucky and Pennsylvania and are considering extension requests for additional plants.

LG&E's and KU's anticipated retirements of generating units at the Cane Run and Green River plants are in response to MATS and other environmental regulations.

## CSAPR and CAIR

In 2011, the EPA finalized its CSAPR regulating emissions of nitrogen oxide and sulfur dioxide through new allowance trading programs which were to be implemented in two phases (2012 and 2014). Like its predecessor, the CAIR, CSAPR targeted sources in the eastern U.S. In December 2011, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit Court) stayed implementation of CSAPR, leaving CAIR in place. Subsequently, in August 2012, the D.C. Circuit Court vacated and remanded CSAPR back to the EPA for further rulemaking, again leaving CAIR in place in the interim. On April 29, 2014, the U.S. Supreme Court reversed and remanded the D.C. Circuit Court's August 2012 decision which may result in new or revised emission reduction requirements, including the possible replacement of the CAIR program with CSAPR, depending on future determinations by the EPA and the courts. PPL, PPL Energy Supply, LKE, LG&E and KU do not currently anticipate that the costs of meeting CSAPR requirements will be significant.

PPL, PPL Energy Supply, LKE, LG&E and KU plants in Pennsylvania and Kentucky will continue to comply with CAIR through optimization of existing controls, balanced with emission allowance purchases.

## Regional Haze

Under the EPA's regional haze programs (developed to eliminate man-made visibility degradation by 2064), states are required to make reasonable progress every decade through the application, among other things, of Best Available Retrofit Technology (BART) on power plants commissioned between 1962 and 1977. For the eastern U.S., the EPA had determined that region-wide reductions under the CSAPR trading program could be utilized by state programs to satisfy BART requirements for sulfur dioxide and nitrogen oxides. Although the August 2012 decision by the D.C. Circuit Court to vacate and remand CSAPR has been reversed by the U.S. Supreme Court, future decisions by EPA and the courts will determine whether power plants located in the eastern U.S., including PPL Energy Supply's plants in Pennsylvania and LG&E's and KU's plants in Kentucky, will be subject to further reductions in those pollutants in accordance with BART requirements.

The EPA signed its final Federal Implementation Plan (FIP) of the Regional Haze Rules for Montana in September 2012, with tighter emissions limits for PPL Energy Supply's Colstrip Units 1 & 2 based on the installation of new controls (no limits or additional controls were specified for Colstrip Units 3 & 4), and tighter emission limits for the Corette plant (which are not based on additional controls). The cost of the potential additional controls for Colstrip

Units 1 & 2, if required, could be significant. PPL Energy Supply expects to meet the tighter permit limits at Corette without any significant changes to operations, although other requirements have led to the planned suspension of operations at Corette beginning in April 2015 (see "MATS" discussion above). Both PPL and environmental groups have appealed the final FIP to the U.S. Court of Appeals for the Ninth Circuit and oral arguments occurred in May 2014.



## National Ambient Air Quality Standards

In 2008, the EPA revised the National Ambient Air Quality Standard for ozone. As a result, states in the ozone transport region (OTR), including Pennsylvania, are required by the Clean Air Act to impose additional reductions in nitrogen oxide emissions based upon reasonably available control technologies. The PADEP has issued a draft rule requiring reasonable reductions. However, the proposal is being questioned as too lenient by the EPA, other OTR states and environmental groups. The PADEP may impose more stringent emission limits than those set forth in the proposed rule which could have a significant impact on PPL Energy Supply's Pennsylvania coal plants.

During 2010 and 2012, the EPA issued new ambient air standards for sulfur dioxide and particulates, respectively. In 2013, the EPA preliminarily designated Jefferson County, Kentucky, as a partial non-attainment area for sulfur dioxide. Final designations of non-attainment areas may occur in 2014. Existing environmental plans for LG&E's and KU's Kentucky plants, including announced retirements of certain plants and ECR-approved new or upgraded scrubbers or baghouses at other plants, may aid in achievement of eventual ambient air requirements. However, depending upon the specifics of final non-attainment designations and consequent compliance plans, additional controls may be required, the financial impact of which could be significant. States are working on designations for other areas according to the timeline outlined in the EPA's Data Requirements Rule issued in April 2014.

## New Accounting Guidance (All Registrants)

See Notes 2 and 19 to the Financial Statements for a discussion of new accounting guidance adopted and pending adoption.

## Application of Critical Accounting Policies (All Registrants)

Financial condition and results of operations are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. The following table summarizes the accounting policies by Registrant that are particularly important to an understanding of the reported financial condition or results of operations, and require management to make estimates or other judgments of matters that are inherently uncertain. See "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2013 Form 10-K for a discussion of each critical accounting policy.

	PPL	PPL Energy Supply	PPL Electric	LKE	LG&E	KU
Defined Benefits	X	X	X	X	X	X
Loss Accruals	X	X	X	X	X	X
Income Taxes	X	X	X	X	X	X
Asset Impairments (Excluding Investments)	X	X		X	X	X
AROs	X	X		X	X	X
Price Risk Management	X	X		X	X	X
Regulatory Assets and Liabilities	X		X	X	X	X
Revenue Recognition - unbilled revenue			X	X	X	X

PPL Corporation  
PPL Energy Supply, LLC  
PPL Electric Utilities Corporation  
LG&E and KU Energy LLC  
Louisville Gas and Electric Company  
Kentucky Utilities Company

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Reference is made to "Risk Management" in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Registrants' principal executive officers and principal financial officers, based on their evaluation of the Registrants' disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) have concluded that, as of June 30, 2014, the Registrants' disclosure controls and procedures are effective to ensure that material information relating to the Registrants and their consolidated subsidiaries is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, particularly during the period for which this quarterly report has been prepared. The aforementioned principal officers have concluded that the disclosure controls and procedures are also effective to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive and principal financial officers, to allow for timely decisions regarding required disclosure.

(b) Change in internal controls over financial reporting.

The Registrants' principal executive officers and principal financial officers have concluded that there were no changes in the Registrants' internal control over financial reporting during the Registrants' second fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding pending administrative and judicial proceedings involving regulatory, environmental and other matters, which information is incorporated by reference into this Part II, see:

- "Item 3. Legal Proceedings" in each Registrant's 2013 Form 10-K; and
- Notes 6 and 10 to the Financial Statements.

Item 1A. Risk Factors

PPL Corporation and PPL Energy Supply, LLC

The proposed spinoff of PPL Energy Supply and combination with RJS Power are contingent upon the satisfaction of a number of conditions and may present difficulties that could have an adverse effect on us.

The proposed spinoff of the business of PPL Energy Supply and the subsequent combination with RJS Power to form Talen Energy are complex transactions, subject to various conditions, and may be affected by unanticipated developments or changes in market conditions. We expect Talen Energy to file a registration statement with the SEC that will contain detailed information regarding Talen Energy. Completion of the proposed spinoff of PPL Energy Supply and subsequent combination with RJS Power will be contingent upon a number of factors, including that (i) PPL receives a favorable opinion of tax counsel as described below; (ii) the SEC declares effective Talen Energy's registration statement relating to the registration of Talen Energy common stock and no SEC stop order suspending effectiveness of the registration statement be in effect prior to the PPL Energy Supply spinoff; (iii) the Talen Energy common stock be authorized for listing on the New York Stock

Exchange; (iv) certain regulatory approvals, including approval by the NRC and the FERC, a Hart-Scott-Rodino review and certain approvals by the PUC be obtained and (v) there be available, subject to certain conditions, at least \$1 billion of undrawn capacity after excluding any letters of credit or other credit support measures posted in connection with energy marketing and trading transactions then outstanding, under a Talen Energy (or its subsidiaries) revolving credit or similar facility. The spinoff and subsequent combination with RJS Power may be terminated by mutual written consent of the parties or subject to certain other circumstances, including the failure to complete these transactions by June 30, 2015 or, if the required regulatory approvals have not been obtained at such time but the other conditions to the consummation of these transactions have been or are capable of being satisfied, December 31, 2015. For these and other reasons, the spinoff and the subsequent combination may not be completed on the terms or within the expected timeframe that we announced, if at all. Further, if the spinoff and the subsequent combination are completed, such transactions may not achieve the intended results.

If the proposed spinoff of the business of PPL Energy Supply does not qualify as a tax-free spinoff under Section 355 of the Internal Revenue Code of 1986, as amended (the "Code"), including as a result of subsequent acquisitions of stock of PPL or Talen Energy, then PPL and/or its shareowners may be required to pay substantial U.S. federal income taxes.

The proposed spinoff of the business of PPL Energy Supply and the subsequent combination with RJS Power are conditioned upon PPL's receipt of an opinion of tax counsel to the effect that, among other matters, the spinoff will qualify as tax-free under Section 355 of the Code to PPL and its shareowners for U.S. federal income tax purposes. Receipt of the opinion of tax counsel will satisfy a condition to completion of the spinoff and subsequent combination. An opinion of tax counsel is not binding on the IRS. Accordingly, the IRS may reach conclusions with respect to the spinoff that are different from the conclusions reached in the opinion. PPL is not aware of any facts or circumstances that would cause the factual statements or representations on which the opinion will be based to be materially different from the facts at the time of the spinoff. If, notwithstanding the receipt of the opinion of tax counsel, the IRS were to determine the spinoff to be taxable, PPL would, and its shareowners may, depending on their individual circumstances, recognize a tax liability that could be substantial.

In addition, the spinoff will be taxable to PPL pursuant to Section 355(e) of the Code if there is a 50% or more change in ownership of either PPL or Talen Energy, directly or indirectly, as part of a plan or series of related transactions that include the spinoff. Because PPL's shareowners will collectively own more than 50% of Talen Energy's common stock following the spinoff and subsequent combination, the combination alone will not cause the spinoff to be taxable to PPL under Section 355(e) of the Code. However, Section 355(e) of the Code might apply if acquisitions of stock of PPL before or after the spinoff, or of Talen Energy after the combination, are considered to be part of a plan or series of related transactions that include the spinoff. PPL is not aware of any such plan or series of transactions that include the spinoff.

PPL may not be successful in realizing the full amount of annual savings anticipated to be available as a result of the proposed spinoff of PPL Energy Supply.

In connection with the spinoff of PPL Energy Supply, and following any required transition services period, PPL is targeting to reduce its annual corporate support costs by an estimated \$185 million. This includes \$110 million of corporate support costs to be transferred to Talen Energy and \$75 million from workforce reductions and other corporate cost savings. If for any reason PPL cannot realize all or a significant portion of the \$75 million corporate cost savings it could have an adverse effect on PPL's results of operations, including PPL's ability to maintain or increase its dividend to shareowners.

PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company

There have been no material changes in risk factors from those disclosed in "Item 1A. Risk Factors" of the 2013 Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

PPL Corporation

On July 31, 2014, the Board of Directors (Board) of PPL elected Rodney C. Adkins a director of PPL, effective August 1, 2014, for a term expiring at PPL's Annual Meeting of Shareowners in 2015.

Mr. Adkins will retire from International Business Machines Corporation (IBM) at the end of 2014 after more than 33 years of service for that company. Mr. Adkins is currently serving as Senior Vice President with a focus on special corporate

projects and key client relationships. Until April 2014, Mr. Adkins served as Senior Vice President for Corporate Strategy since 2013, leading continuous transformation and developing strategies and plans linked to a new era of computing, new markets and new clients for IBM. Prior to that, since 2009, Mr. Adkins was Senior Vice President of IBM's Systems and Technology Group (STG), and prior to that, since 2007, Mr. Adkins served as Senior Vice President of IBM's STG development and manufacturing.

Mr. Adkins serves on the boards of United Parcel Service, Inc., W. W. Grainger, Inc., the national board of the Smithsonian Institution and the board of directors of the National Action Council for Minorities in Engineering. The Board expects to appoint Mr. Adkins as a member of the Board's Audit Committee in 2015. The Board has determined that Mr. Adkins satisfies the requirements for "independence" as set forth in PPL's Independence Guidelines and the applicable rules of the New York Stock Exchange. Mr. Adkins is 55 years old.

As a non-employee director, Mr. Adkins will receive the same compensation paid to other non-employee directors of PPL in accordance with the policies and procedures previously approved by the Board for non-employee directors. There were no arrangements or understandings pursuant to which Mr. Adkins was elected, nor are there any relationships or related transactions between PPL and Mr. Adkins to be disclosed under applicable rules of the Securities and Exchange Commission.

Item 6. Exhibits

The following Exhibits indicated by an asterisk preceding the Exhibit number are filed herewith. The balance of the Exhibits have heretofore been filed with the Commission and pursuant to Rule 12(b)-32 are incorporated herein by reference. Exhibits indicated by a [ ] are filed or listed pursuant to Item 601(b)(10)(iii) of Regulation S-K.

- 2(a) - Separation Agreement among PPL Corporation, Talen Energy Holdings, Inc., Talen Energy Corporation, PPL Energy Supply, LLC, Raven Power Holdings LLC, C/R Energy Jade, LLC and Sapphire Power Holdings LLC., dated as of June 9, 2014 (Exhibit 2.1 to PPL Energy Supply, LLC Form 8-K Report (File No. 1-32944) dated June 12, 2014)
- 2(b) - Transaction Agreement among PPL Corporation, Talen Energy Holdings, Inc., Talen Energy Corporation, PPL Energy Supply, LLC, Talen Energy Merger Sub, Inc., C/R Energy Jade, LLC, Sapphire Power Holdings LLC. and Raven Power Holdings LLC, dated as of June 9, 2014 (Exhibit 2.2 to PPL Energy Supply, LLC Form 8-K Report (File No. 1-32944) dated June 12, 2014)
- 4(a) - Supplemental Indenture No. 16, dated as of June 1, 2014, of PPL Electric Utilities Corporation to The Bank of New York Mellon, as Trustee (Exhibit 4(a) to PPL Electric Utilities Corporation Form 8-K Report (File No. 1-905) dated June 5, 2014)
- \*[ 110(a) - Amendment No. 5 to Executive Deferred Compensation Plan, dated as of May 8, 2014
- 10(b) - Employee Matters Agreement among PPL Corporation, Talen Energy Corporation, C/R Energy Jade, LLC, Sapphire Power Holdings LLC. and Raven Power Holdings LLC, dated as of June 9, 2014 (Exhibit 10.1 to PPL Energy Supply, LLC Form 8-K Report (File No. 1-32944) dated June 12, 2014)
- \*10(c) - First Amendment, dated as of July 22, 2014, to Amended and Restated Letter of Credit Issuance and Reimbursement Agreement, dated as of August 30, 2013, by and between PPL Energy Supply, LLC and Canadian Imperial Bank of Commerce, New York Agency
- \*10(d) - \$300,000,000 Revolving Credit Agreement, dated as of July 28, 2014, among PPL Capital Funding, Inc., as the Borrower, PPL Corporation, as the Guarantor, the Lenders from time to time party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender
- \*10(e) - \$300,000,000 Amended and Restated Revolving Credit Agreement, dated as of July 28, 2014, among PPL Electric Utilities Corporation, as the Borrower, the Lenders from time to time thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender
- \*10(f) - \$400,000,000 Amended and Restated Revolving Credit Agreement, dated as of July 28, 2014, among Kentucky Utilities Company, as the Borrower, the Lenders from time to time thereto and Wells Fargo Bank, National Association, as

Administrative Agent, Issuing Lender and Swingline Lender

- \*10(g) - \$500,000,000 Amended and Restated Revolving Credit Agreement, dated as of July 28, 2014, among Louisville Gas and Electric Company, the Lenders from time to time party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender
- \*10(h) - Amendment and Restatement Agreement, dated July 29, 2014, between Western Power Distribution (South West) plc and the banks party thereto, as Bookrunners and Mandated Lead Arrangers, HSBC Bank plc and Mizuho Bank, Ltd., as Joint Coordinators, and Mizuho Bank, Ltd., as Facility Agent, relating to the £245,000,000 Multicurrency Revolving Credit Facility Agreement originally dated January 12, 2012
- \*10(i) - Amendment and Restatement Agreement, dated July 29, 2014, between Western Power Distribution (East Midlands) plc and the banks party thereto, as Bookrunners and Mandated Lead Arrangers, HSBC Bank plc and Mizuho Bank Ltd., as Joint Coordinators, and Bank of America Merrill Lynch International Limited, as Facility Agent, relating to the £300,000,000 Multicurrency Revolving Credit Facility Agreement originally dated April 4, 2011
- \*10(j) - Amendment and Restatement Agreement, dated July 29, 2014, between Western Power Distribution (West Midlands) plc and the banks party thereto, as Bookrunners and Mandated Lead Arrangers, HSBC Bank plc and Mizuho Bank Ltd., as Joint Coordinators, and Bank of America Merrill Lynch International Limited, as Facility Agent, relating to the £300,000,000 Multicurrency Revolving Credit Facility Agreement originally dated April 4, 2011
- \*12(a) - PPL Corporation and Subsidiaries Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- \*12(b) - PPL Energy Supply, LLC and Subsidiaries Computation of Ratio of Earnings to Fixed Charges



<u>*12(c)</u>	-	PPL Electric Utilities Corporation and Subsidiaries Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
<u>*12(d)</u>	-	LG&E and KU Energy LLC and Subsidiaries Computation of Ratio of Earnings to Fixed Charges
<u>*12(e)</u>	-	Louisville Gas and Electric Company Computation of Ratio of Earnings to Fixed Charges
<u>*12(f)</u>	-	Kentucky Utilities Company Computation of Ratio of Earnings to Fixed Charges

Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended June 30, 2014, filed by the following officers for the following companies:

<u>*31(a)</u>	-	PPL Corporation's principal executive officer
<u>*31(b)</u>	-	PPL Corporation's principal financial officer
<u>*31(c)</u>	-	PPL Energy Supply, LLC's principal executive officer
<u>*31(d)</u>	-	PPL Energy Supply, LLC's principal financial officer
<u>*31(e)</u>	-	PPL Electric Utilities Corporation's principal executive officer
<u>*31(f)</u>	-	PPL Electric Utilities Corporation's principal financial officer
<u>*31(g)</u>	-	LG&E and KU Energy LLC's principal executive officer
<u>*31(h)</u>	-	LG&E and KU Energy LLC's principal financial officer
<u>*31(i)</u>	-	Louisville Gas and Electric Company's principal executive officer
<u>*31(j)</u>	-	Louisville Gas and Electric Company's principal financial officer
<u>*31(k)</u>	-	Kentucky Utilities Company's principal executive officer
<u>*31(l)</u>	-	Kentucky Utilities Company's principal financial officer

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended June 30, 2014, furnished by the following officers for the following companies:

<u>*32(a)</u>	-	PPL Corporation's principal executive officer and principal financial officer
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<u>*32(b)</u>	-	PPL Energy Supply, LLC's principal executive officer and principal financial officer
<u>*32(c)</u>	-	PPL Electric Utilities Corporation's principal executive officer and principal financial officer
<u>*32(d)</u>	-	LG&E and KU Energy LLC's principal executive officer and principal financial officer
<u>*32(e)</u>	-	Louisville Gas and Electric Company's principal executive officer and principal financial officer
<u>*32(f)</u>	-	Kentucky Utilities Company's principal executive officer and principal financial officer
101.INS	-	XBRL Instance Document for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company
101.SCH	-	XBRL Taxonomy Extension Schema for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company
101.CAL	-	XBRL Taxonomy Extension Calculation Linkbase for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company
101.DEF	-	XBRL Taxonomy Extension Definition Linkbase for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company
101.LAB	-	XBRL Taxonomy Extension Label Linkbase for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company
101.PRE	-	XBRL Taxonomy Extension Presentation Linkbase for PPL Corporation, PPL Energy Supply, LLC, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

PPL Corporation  
(Registrant)

PPL Energy Supply, LLC  
(Registrant)

Date: July 31, 2014

/s/ Stephen K. Breininger  
Stephen K. Breininger  
Controller  
(Principal Accounting Officer)

PPL Electric Utilities Corporation  
(Registrant)

Date: July 31, 2014

/s/ Dennis A. Urban, Jr.  
Dennis A. Urban, Jr.  
Controller  
(Principal Financial Officer and  
Principal Accounting Officer)

LG&E and KU Energy LLC  
(Registrant)

Louisville Gas and Electric Company  
(Registrant)

Kentucky Utilities Company  
(Registrant)

Date: July 31, 2014

/s/ Kent W. Blake  
Kent W. Blake  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

