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PPL Corp
Form 10-Q
November 01, 2013

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
September 30, 2013
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
(Exact name of Registrant as specified in its charter)
(Kentucky and Virginia)
One Quality Street
Lexington, KY 40507-1462
(502) 627-2000

61-0247570

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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"/>

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

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PPL Corporation	Common stock, \$0.01 par value, 630,249,634 shares outstanding at October 25, 2013.
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 October 25, 2013.
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 October 25, 2013.
Kentucky Utilities Company	Common stock, no par value, 37,817,878 shares outstanding and all held by LG&E and KU Energy LLC at October 25, 2013.

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

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 SEPTEMBER 30, 2013

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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' financial statements 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

Central Networks - collectively, Central Networks East plc, Central Networks Limited and certain other related assets and liabilities. On April 1, 2011, PPL WEM Holdings plc (formerly WPD Investment Holdings Limited) purchased all of the outstanding ordinary share capital of these companies from E.ON AG subsidiaries. Central Networks West plc (subsequently renamed Western Power Distribution (West Midlands) plc), wholly owned by Central Networks Limited (subsequently renamed WPD Midlands Holdings Limited), and Central Networks East plc (subsequently renamed Western Power Distribution (East Midlands) plc) are British regional electricity distribution utility companies.

Kentucky Registrants - LKE, LG&E and KU, collectively, SEC Registrants that directly or through subsidiaries own or control operations primarily in Kentucky.

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.

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 electric supply to its retail customers 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 Ironwood - PPL Ironwood, LLC, an indirect subsidiary of PPL Generation that owns generating operations in Pennsylvania.

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.

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

PPL WEM - PPL WEM Holdings plc (formerly WPD Investment 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 (formerly Western Power Distribution 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) - the Registrants that are 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. The company (formerly Central Networks East plc) was acquired and renamed in April 2011.

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. The company (formerly Central Networks West plc) was acquired and renamed in April 2011.

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.

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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.

2012 Form 10-K - Annual Report to the SEC on Form 10-K for the year ended December 31, 2012.

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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 the existing Alternative Energy Portfolio Standard.

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 - Clean Air Interstate Rule.

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

COLA - license application for a combined construction permit and operating license from the NRC for a nuclear plant.

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.

DPCR4 - Distribution Price Control Review 4, the U.K. 5-year rate review period applicable to WPD that commenced April 1, 2005.

DRIP - Dividend Reinvestment and Direct Stock Purchase Plan.

DSIC - 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 DSM programs and revenues lost by implementing those 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.

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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 which apply to coal combustion 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.

ESOP - Employee Stock Ownership Plan.

FERC - Federal Energy Regulatory Commission, the 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 (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.

If-Converted Method - A method applicable for calculating diluted EPS for a company with convertible debt outstanding. 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 to PPL's Equity Units prior to settlement beginning in the first quarter of 2013.

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

Ironwood Acquisition - In April 2012, PPL Ironwood Holdings, LLC, an indirect, wholly owned subsidiary of PPL Energy Supply, completed the acquisition from a subsidiary of The AES Corporation of all of the equity interests of AES Ironwood, L.L.C. (subsequently renamed PPL Ironwood, LLC) and AES Prescott, L.L.C. (subsequently renamed

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PPL Prescott, LLC), which together own and operate, a natural gas-fired power plant in Lebanon, Pennsylvania.

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.

kV - Kilovolt

LIBOR - London Interbank Offered Rate.

LTIIIP - Long Term Infrastructure Improvement Plan.

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MATS - Mercury and Air Toxics Standards.

MDEQ - Montana Department of Environmental Quality.

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.

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.

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 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 nameplate capacities of 2,390 MW.

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

PJM - PJM Interconnection, L.L.C., operator of the electric transmission network and electric 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.

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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.

RECs - renewable energy credits.

Regional Transmission Line Expansion Plan - PJM conducts a long-range Regional Transmission Expansion Planning process that identifies what changes and additions to the grid are needed 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 that are needed to maintain reliability standards.

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 - Reliability First 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.

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 and requires an independent auditor to make its own assessment.

SCR - selective catalytic reduction, a pollution control process for the removal of nitrogen oxide from exhaust gases.

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.

SMGT - Southern Montana Electric Generation & Transmission Cooperative, Inc., a Montana cooperative and purchaser of electricity under a long-term supply contract with PPL EnergyPlus that was terminated effective April 1, 2012.

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 legislation that addresses remediation of contaminated sites; states also have similar statutes.

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 electric generating facility agrees to use that facility to convert fuel provided by a third party into electricity for delivery back to the third party.

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.

VIE - variable interest entity.

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 which 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 2012 Form 10-K and in "Item 2. 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;
- receipt of necessary governmental permits, approvals and rate relief;

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- new state, federal or foreign legislation or regulatory developments;
- the outcome of any rate cases or other cost recovery 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 and our ability to successfully operate acquired businesses and realize expected benefits from business acquisitions.

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.

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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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues				
Utility	\$ 1,739	\$ 1,693	\$ 5,344	\$ 5,012
Unregulated retail electric and gas	264	218	758	620
Wholesale energy marketing				
Realized	980	1,076	2,767	3,367
Unrealized economic activity (Note 14)	(49)	(716)	(281)	(322)
Net energy trading margins	12	(11)	1	7
Energy-related businesses	159	143	423	380
Total Operating Revenues	3,105	2,403	9,012	9,064
Operating Expenses				
Operation				
Fuel	494	570	1,464	1,405
Energy purchases				
Realized	592	583	1,855	2,253
Unrealized economic activity (Note 14)	(37)	(569)	(192)	(420)
Other operation and maintenance	669	650	2,043	2,095
Depreciation	289	278	859	813
Taxes, other than income	90	90	272	268
Energy-related businesses	151	137	403	363
Total Operating Expenses	2,248	1,739	6,704	6,777
Operating Income	857	664	2,308	2,287
Other Income (Expense) - net	(116)	(44)	19	(31)
Other-Than-Temporary Impairments	1		1	1
Interest Expense	246	248	755	714
Income from Continuing Operations Before Income Taxes	494	372	1,571	1,541
Income Taxes	84	17	344	364
Income from Continuing Operations After Income Taxes	410	355	1,227	1,177

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Income (Loss) from Discontinued Operations (net of income taxes)	1		2	(6)
Net Income	411	355	1,229	1,171
Net Income Attributable to Noncontrolling Interests	1		1	4
Net Income Attributable to PPL Shareowners	\$ 410	\$ 355	\$ 1,228	\$ 1,167
Amounts Attributable to PPL Shareowners:				
Income from Continuing Operations After Income Taxes	\$ 409	\$ 355	\$ 1,226	\$ 1,173
Income (Loss) from Discontinued Operations (net of income taxes)	1		2	(6)
Net Income	\$ 410	\$ 355	\$ 1,228	\$ 1,167
Earnings Per Share of Common Stock:				
Income from Continuing Operations After Income Taxes Available to PPL				
Common Shareowners:				
Basic	\$ 0.65	\$ 0.61	\$ 2.03	\$ 2.01
Diluted	\$ 0.62	\$ 0.61	\$ 1.90	\$ 2.01
Net Income Available to PPL Common Shareowners:				
Basic	\$ 0.65	\$ 0.61	\$ 2.03	\$ 2.00
Diluted	\$ 0.62	\$ 0.61	\$ 1.90	\$ 2.00
Dividends Declared Per Share of Common Stock	\$ 0.3675	\$ 0.36	\$ 1.1025	\$ 1.08
Weighted-Average Shares of Common Stock Outstanding (in thousands)				
Basic	631,046	580,585	601,275	579,847
Diluted	664,343	582,636	662,094	580,930

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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	\$ 411	\$ 355	\$ 1,229	\$ 1,171
Other comprehensive income (loss):				
Amounts arising during the period - gains (losses), net of tax (expense)				
benefit:				
Foreign currency translation adjustments, net of tax of \$8, \$1, \$1, \$1	87	152	(165)	49
Available-for-sale securities, net of tax of (\$15), (\$14), (\$42), (\$32)	15	13	40	30
Qualifying derivatives, net of tax of \$2, \$14, (\$41), (\$29)	(9)	(41)	77	39
Equity investees' other comprehensive income (loss), net of tax of \$0, \$0, \$0, \$2				(3)
Defined benefit plans:				
Net actuarial gain (loss), net of tax of \$0, \$0, \$0, \$28				(85)
Reclassifications from AOCI - (gains) losses, net of tax expense				
(benefit):				
Available-for-sale securities, net of tax of \$1, \$0, \$2, \$1			(2)	(6)
Qualifying derivatives, net of tax of \$11, \$51, \$68, \$210	(6)	(61)	(122)	(335)
Equity investees' other comprehensive (income) loss, net of tax of \$0, \$0, \$0, \$0	(1)		(1)	
Defined benefit plans:				
Prior service costs, net of tax of (\$1), (\$1), (\$3), (\$4)	2	1	5	6
Net actuarial loss, net of tax of (\$12), (\$6), (\$37), (\$17)	33	17	101	54
Total other comprehensive income (loss) attributable to PPL				
Shareowners	121	81	(67)	(251)
Comprehensive income (loss)	532	436	1,162	920
Comprehensive income attributable to noncontrolling interests	1		1	4

Comprehensive income (loss) attributable to PPL Shareowners	\$ 531	\$ 436	\$ 1,161	\$ 916
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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)

	Nine Months Ended September 30,	
	2013	2012
Cash Flows from Operating Activities		
Net income	\$ 1,229	\$ 1,171
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	859	813
Amortization	164	144
Defined benefit plans - expense	135	123
Deferred income taxes and investment tax credits	301	298
Unrealized (gains) losses on derivatives, and other hedging activities	126	21
Other	92	34
Change in current assets and current liabilities		
Accounts receivable	(79)	19
Accounts payable	(140)	(175)
Unbilled revenues	197	121
Counterparty collateral	(77)	13
Taxes payable	76	29
Uncertain tax positions	(104)	(4)
Accrued interest	8	43
Other	(111)	8
Other operating activities		
Defined benefit plans - funding	(505)	(526)
Other assets	(59)	1
Other liabilities	111	(39)
Net cash provided by operating activities	2,223	2,094
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(2,768)	(2,078)
Ironwood Acquisition, net of cash acquired		(84)
Purchases of nuclear plant decommissioning trust investments	(102)	(112)
Proceeds from the sale of nuclear plant decommissioning trust investments	92	102
Net (increase) decrease in restricted cash and cash equivalents	13	62
Other investing activities	(23)	(6)
Net cash provided by (used in) investing activities	(2,788)	(2,116)
Cash Flows from Financing Activities		
Issuance of long-term debt	862	824
Retirement of long-term debt	(309)	(105)
Repurchase of common stock	(74)	
Issuance of common stock	1,409	54
Payment of common stock dividends	(645)	(623)

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Redemption of preference stock of a subsidiary		(250)	
Debt issuance and credit facility costs	(37)		(10)
Contract adjustment payments	(72)		(71)
Net increase (decrease) in short-term debt	(148)		(51)
Other financing activities	(20)		(8)
Net cash provided by (used in) financing activities	966		(240)
Effect of Exchange Rates on Cash and Cash Equivalents	(11)		6
Net Increase (Decrease) in Cash and Cash Equivalents	390		(256)
Cash and Cash Equivalents at Beginning of Period	901		1,202
Cash and Cash Equivalents at End of Period	\$ 1,291		\$ 946

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)

	September 30, 2013	December 31, 2012
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,291	\$ 901
Restricted cash and cash equivalents	52	54
Accounts receivable (less reserve: 2013, \$65; 2012, \$64)		
Customer	857	745
Other	117	79
Unbilled revenues	652	857
Fuel, materials and supplies	686	673
Prepayments	173	166
Price risk management assets	1,045	1,525
Regulatory assets	31	19
Other current assets	67	49
Total Current Assets	4,971	5,068
Investments		
Nuclear plant decommissioning trust funds	804	712
Other investments	47	47
Total Investments	851	759
Property, Plant and Equipment		
Regulated utility plant	26,498	25,196
Less: accumulated depreciation - regulated utility plant	4,636	4,164
Regulated utility plant, net	21,862	21,032
Non-regulated property, plant and equipment		
Generation	11,653	11,295
Nuclear fuel	590	524
Other	834	726
Less: accumulated depreciation - non-regulated property, plant and equipment	6,173	5,942
Non-regulated property, plant and equipment, net	6,904	6,603
Construction work in progress	2,822	2,397
Property, Plant and Equipment, net (a)	31,588	30,032
Other Noncurrent Assets		
Regulatory assets	1,423	1,483
Goodwill	4,050	4,158
Other intangibles	932	925
Price risk management assets	550	572
Other noncurrent assets	623	637
Total Other Noncurrent Assets	7,578	7,775

Total Assets	\$	44,988	\$	43,634
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(a) At September 30, 2013 and December 31, 2012, includes \$413 million and \$428 million of PP&E, consisting primarily of "Generation," including leasehold improvements from the consolidation of a VIE that is the owner/lessor of the Lower Mt. Bethel plant.

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)

	September 30, 2013	December 31, 2012
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 499	\$ 652
Long-term debt due within one year	751	751
Accounts payable	1,079	1,252
Taxes	170	90
Interest	325	325
Dividends	232	210
Price risk management liabilities	823	1,065
Regulatory liabilities	68	61
Other current liabilities	1,001	1,219
Total Current Liabilities	4,948	5,625
Long-term Debt	19,092	18,725
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	3,777	3,387
Investment tax credits	345	328
Price risk management liabilities	538	629
Accrued pension obligations	1,529	2,076
Asset retirement obligations	678	536
Regulatory liabilities	1,054	1,010
Other deferred credits and noncurrent liabilities	665	820
Total Deferred Credits and Other Noncurrent Liabilities	8,586	8,786
Commitments and Contingent Liabilities (Notes 5, 6 and 10)		
Equity		
PPL Shareowners' Common Equity		
Common stock - \$0.01 par value (a)	6	6
Additional paid-in capital	8,305	6,936
Earnings reinvested	6,040	5,478
Accumulated other comprehensive loss	(2,007)	(1,940)
Total PPL Shareowners' Common Equity	12,344	10,480
Noncontrolling Interests	18	18
Total Equity	12,362	10,498
Total Liabilities and Equity	\$ 44,988	\$ 43,634

(a) 780,000 shares authorized; 630,239 and 581,944 shares issued and outstanding at September 30, 2013 and December 31, 2012.

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		
June 30, 2013 (b)	591,622	\$ 6	\$ 7,195	\$ 5,863	\$ (2,128)	\$ 18	\$ 10,954	
Common stock issued (c)	40,117		1,151				1,151	
Common stock repurchased (d)	(1,500)		(46)				(46)	
Stock-based compensation (e)			5				5	
Net income				410		1	411	
Dividends, dividend equivalents, redemptions and distributions (f)				(233)		(1)	(234)	
Other comprehensive income (loss)					121		121	
September 30, 2013 (b)	630,239	\$ 6	\$ 8,305	\$ 6,040	\$ (2,007)	\$ 18	\$ 12,362	
December 31, 2012 (b)	581,944	\$ 6	\$ 6,936	\$ 5,478	\$ (1,940)	\$ 18	\$ 10,498	
Common stock issued (c)	50,725		1,433				1,433	
Common stock repurchased (d)	(2,430)		(74)				(74)	
Cash settlement of								

equity forward													
agreements (d)			(13)						(13)				
Stock-based compensation (e)			23						23				
Net income					1,228			1	1,229				
Dividends, dividend equivalents, redemptions and distributions (f)					(666)			(1)	(667)				
Other comprehensive income (loss)							(67)		(67)				
September 30, 2013 (b)	630,239	\$	6	\$	8,305	\$	6,040	\$	(2,007)	\$	18	\$	12,362
June 30, 2012	580,213	\$	6	\$	6,886	\$	5,190	\$	(1,120)	\$	18	\$	10,980
Common stock issued (c)	757				21								21
Stock-based compensation (e)					5								5
Net income							355						355
Dividends, dividend equivalents, redemptions and distributions (f)							(210)						(210)
Other comprehensive income (loss)								81					81
September 30, 2012	580,970	\$	6	\$	6,912	\$	5,335	\$	(1,039)	\$	18	\$	11,232
December 31, 2011	578,405	\$	6	\$	6,813	\$	4,797	\$	(788)	\$	268	\$	11,096
Common stock issued (c)	2,565				71								71
Stock-based compensation					28								28

(e)													
Net income				1,167				4		1,171			
Dividends, dividend equivalents													
redemptions and distributions													
(f)				(629)				(254)		(883)			
Other comprehensive income (loss)								(251)		(251)			
September 30, 2012	580,970	\$	6	\$	6,912	\$	5,335	\$	(1,039)	\$	18	\$	11,232

(a) Shares in thousands. Each share entitles the holder to one vote on any question presented at any shareholders' meeting.

(b) See Note 18 for disclosure of balances of each component of AOCI.

(c) Each period includes shares of common stock issued through various stock and incentive compensation plans. The 2013 periods include the April and July issuances of shares of common stock. See Note 7 for additional information.

(d) See Note 7 for additional information.

(e) The three and nine months ended September 30, 2013 include \$8 million and \$44 million and the three and nine months ended September 30, 2012 include \$7 million and \$42 million of stock-based compensation expense related to new and existing unvested equity awards. The three and nine months ended September 30, 2013 include \$(3) million and \$(21) million and the three and nine months ended September 30, 2012 include \$(2) million and \$(14) 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.

(f) "Earnings reinvested" includes dividends and dividend equivalents on PPL common stock and restricted stock units. "Noncontrolling interests" includes dividends, redemptions and distributions to noncontrolling interests. In June 2012, PPL Electric redeemed all of its outstanding preference stock at par value, which was classified as noncontrolling interest.

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		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Operating Revenues				
Wholesale energy marketing				
Realized	\$ 980	\$ 1,076	\$ 2,767	\$ 3,367
Unrealized economic activity (Note 14)	(49)	(716)	(281)	(322)
Wholesale energy marketing to affiliate	11	23	37	61
Unregulated retail electric and gas	266	219	761	623
Net energy trading margins	12	(11)	1	7
Energy-related businesses	143	128	378	336
Total Operating Revenues	1,363	719	3,663	4,072
Operating Expenses				
Operation				
Fuel	258	321	780	728
Energy purchases				
Realized	425	421	1,277	1,715
Unrealized economic activity (Note 14)	(37)	(569)	(192)	(420)
Energy purchases from affiliate	1	1	3	2
Other operation and maintenance	243	220	748	769
Depreciation	80	73	237	206
Taxes, other than income	18	18	51	53
Energy-related businesses	138	125	366	326
Total Operating Expenses	1,126	610	3,270	3,379
Operating Income	237	109	393	693
Other Income (Expense) - net	2	5	18	16
Other-Than-Temporary Impairments	1		1	1
Interest Expense	39	43	131	123
Income Before Income Taxes	199	71	279	585
Income Taxes	74	16	106	202
Net Income	125	55	173	383
Net Income Attributable to Noncontrolling Interests	1	1	1	1
Net Income Attributable to PPL Energy Supply Member	\$ 124	\$ 54	\$ 172	\$ 382

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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	\$ 125	\$ 55	\$ 173	\$ 383
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), (\$14), (\$42), (\$32)	15	13	40	30
Qualifying derivatives, net of tax of \$0, (\$1), \$0, (\$41)		(1)		58
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):				
Available-for-sale securities, net of tax of \$1, \$0, \$2, \$1			(2)	(6)
Qualifying derivatives, net of tax of \$19, \$62, \$63, \$218	(29)	(92)	(96)	(351)
Defined benefit plans:				
Prior service costs, net of tax of (\$1), (\$1), (\$2), (\$2)	1	1	3	4
Net actuarial loss, net of tax of (\$2), (\$1), (\$7), (\$1)	3	2	11	8
Total other comprehensive income (loss) attributable to PPL Energy Supply Member	(10)	(77)	(44)	(257)
Comprehensive income (loss)	115	(22)	129	126
Comprehensive income attributable to noncontrolling interests	1	1	1	1
Comprehensive income (loss) attributable to PPL Energy Supply Member	\$ 114	\$ (23)	\$ 128	\$ 125

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)

	Nine Months Ended September 30,	
	2013	2012
Cash Flows from Operating Activities		
Net income	\$ 173	\$ 383
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	237	206
Amortization	111	93
Defined benefit plans - expense	39	33
Deferred income taxes and investment tax credits	112	132
Unrealized (gains) losses on derivatives, and other hedging activities	98	(37)
Other	32	33
Change in current assets and current liabilities		
Accounts receivable	71	(26)
Accounts payable	(131)	(110)
Unbilled revenues	135	78
Fuel, materials and supplies	(18)	(20)
Counterparty collateral	(77)	12
Other	(32)	(28)
Other operating activities		
Defined benefit plans - funding	(107)	(70)
Other assets	(32)	(16)
Other liabilities	(28)	11
Net cash provided by operating activities	583	674
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(341)	(460)
Ironwood Acquisition, net of cash acquired		(84)
Expenditures for intangible assets	(33)	(36)
Purchases of nuclear plant decommissioning trust investments	(102)	(112)
Proceeds from the sale of nuclear plant decommissioning trust investments	92	102
Net (increase) decrease in notes receivable from affiliates		198
Net (increase) decrease in restricted cash and cash equivalents	9	70
Other investing activities	24	14
Net cash provided by (used in) investing activities	(351)	(308)
Cash Flows from Financing Activities		
Retirement of long-term debt	(309)	(6)
Contributions from member	980	472
Distributions to member	(408)	(733)
Net increase (decrease) in short-term debt	(356)	(45)

Other financing activities		(1)	(1)
	Net cash provided by (used in) financing activities	(94)	(313)
Net Increase (Decrease) in Cash and Cash Equivalents		138	53
Cash and Cash Equivalents at Beginning of Period		413	379
Cash and Cash Equivalents at End of Period	\$	551	\$ 432

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)

	September 30, 2013	December 31, 2012
Assets		
Current Assets		
Cash and cash equivalents	\$ 551	\$ 413
Restricted cash and cash equivalents	37	46
Accounts receivable (less reserve: 2013, \$20; 2012, \$23)		
Customer	203	183
Other	104	31
Accounts receivable from affiliates	37	125
Unbilled revenues	234	369
Fuel, materials and supplies	345	327
Prepayments	22	15
Price risk management assets	961	1,511
Other current assets	22	10
Total Current Assets	2,516	3,030
Investments		
Nuclear plant decommissioning trust funds	804	712
Other investments	41	41
Total Investments	845	753
Property, Plant and Equipment		
Non-regulated property, plant and equipment		
Generation	11,663	11,305
Nuclear fuel	590	524
Other	307	294
Less: accumulated depreciation - non-regulated property, plant and equipment	6,025	5,817
Non-regulated property, plant and equipment, net	6,535	6,306
Construction work in progress	739	987
Property, Plant and Equipment, net (a)	7,274	7,293
Other Noncurrent Assets		
Goodwill	86	86
Other intangibles	262	252
Price risk management assets	519	557
Other noncurrent assets	362	404
Total Other Noncurrent Assets	1,229	1,299
Total Assets	\$ 11,864	\$ 12,375

(a) At September 30, 2013 and December 31, 2012, includes \$413 million and \$428 million of PP&E, consisting primarily of "Generation," including leasehold improvements from the consolidation of a VIE that is the

owner/lessor of the Lower Mt. Bethel plant.

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)

	September 30, 2013	December 31, 2012
Liabilities and Equity		
Current Liabilities		
Short-term debt		\$ 356
Long-term debt due within one year	\$ 741	751
Accounts payable	328	438
Accounts payable to affiliates	3	31
Taxes	19	62
Interest	53	31
Price risk management liabilities	773	1,010
Deferred income taxes	45	158
Other current liabilities	264	319
Total Current Liabilities	2,226	3,156
Long-term Debt	2,221	2,521
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,429	1,232
Investment tax credits	207	186
Price risk management liabilities	462	556
Accrued pension obligations	203	293
Asset retirement obligations	388	365
Other deferred credits and noncurrent liabilities	180	218
Total Deferred Credits and Other Noncurrent Liabilities	2,869	2,850
Commitments and Contingent Liabilities (Note 10)		
Equity		
Member's equity	4,530	3,830
Noncontrolling interests	18	18
Total Equity	4,548	3,848
Total Liabilities and Equity	\$ 11,864	\$ 12,375

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
June 30, 2013 (a)	\$ 3,541	\$ 18	\$ 3,559
Net income	124	1	125
Other comprehensive income (loss)	(10)		(10)
Contributions from member	875		875
Distributions		(1)	(1)
September 30, 2013 (a)	\$ 4,530	\$ 18	\$ 4,548
December 31, 2012 (a)	\$ 3,830	\$ 18	\$ 3,848
Net income	172	1	173
Other comprehensive income (loss)	(44)		(44)
Contributions from member	980		980
Distributions	(408)	(1)	(409)
September 30, 2013 (a)	\$ 4,530	\$ 18	\$ 4,548
June 30, 2012	\$ 3,982	\$ 18	\$ 4,000
Net income	54	1	55
Other comprehensive income (loss)	(77)		(77)
Distributions	(76)	(1)	(77)
September 30, 2012	\$ 3,883	\$ 18	\$ 3,901
December 31, 2011	\$ 4,019	\$ 18	\$ 4,037
Net income	382	1	383
Other comprehensive income (loss)	(257)		(257)
Contributions from member	472		472
Distributions	(733)	(1)	(734)
September 30, 2012	\$ 3,883	\$ 18	\$ 3,901

(a) See Note 18 for disclosure of balances of each component of AOCI.

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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues				
Retail electric	\$ 463	\$ 443	\$ 1,388	\$ 1,303
Electric revenue from affiliate	1	1	3	3
Total Operating Revenues	464	444	1,391	1,306
Operating Expenses				
Operation				
Energy purchases	144	137	436	410
Energy purchases from affiliate	11	23	37	61
Other operation and maintenance	134	148	391	431
Depreciation	45	41	132	119
Taxes, other than income	25	24	77	72
Total Operating Expenses	359	373	1,073	1,093
Operating Income	105	71	318	213
Other Income (Expense) - net	2	3	5	6
Interest Expense	30	25	80	73
Income Before Income Taxes	77	49	243	146
Income Taxes	26	16	83	47
Net Income (a)	51	33	160	99
Distributions on Preference Stock				4
Net Income Available to PPL	\$ 51	\$ 33	\$ 160	\$ 95

(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)

	Nine Months Ended September 30,	
	2013	2012
Cash Flows from Operating Activities		
Net income	\$ 160	\$ 99
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	132	119
Amortization	13	13
Defined benefit plans - expense	16	17
Deferred income taxes and investment tax credits	103	72
Other	2	3
Change in current assets and current liabilities		
Accounts receivable	(14)	48
Accounts payable	(51)	(43)
Unbilled revenues	34	18
Taxes payable	24	
Other	(19)	(4)
Other operating activities		
Defined benefit plans - funding	(88)	(54)
Other assets	6	
Other liabilities	9	(27)
Net cash provided by operating activities	327	261
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(688)	(407)
Net (increase) decrease in notes receivable from affiliates		(210)
Other investing activities	(9)	3
Net cash provided by (used in) investing activities	(697)	(614)
Cash Flows from Financing Activities		
Issuance of long-term debt	348	249
Contributions from parent	205	150
Redemption of preference stock		(250)
Payment of common stock dividends to parent	(94)	