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File #: 164362

January 5, 2016

**VIA HAND DELIVERY**

Rosemary Chiavetta  
Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor North  
P.O. Box 3265  
Harrisburg, PA 17105-3265

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**Re: Application of PPL Electric Utilities Corporation for All of the Necessary Authority, Approvals, and Certificates of Public Convenience (1) to Reacquire Certain Accounts Receivable by Merger of PPL Receivables Corporation with PPL Electric Utilities Corporation, and (2) for Approval of an Affiliated Interest Agreement by and between PPL Electric Utilities Corporation and PPL Receivables Docket Nos. A-2015-2513663, G-2015-2513665**

Secretary Chiavetta:

PPL Electric Utilities Corporation ("PPL Electric") hereby submits additional data in support of the above-referenced Application currently pending before the Pennsylvania Public Utility Commission. As stated in Paragraphs 36 and 37 of the Application, enclosed for filing please find the following supplemental materials:

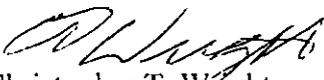
- (1) An Agreement and Plan of Merger that provides for PPL Receivables Corporation, a wholly owned subsidiary of PPL Electric, to be merged into PPL Electric, the sole parent of PPL Receivables Corporation, with PPL Electric being the sole surviving entity; and
- (2) A certified copy of the resolutions of the Board of Directors of PPL Electric approving the Proposed Transaction.

PPL Electric respectfully requests that the enclosed supplemental materials be made part of the filing and included in the Pennsylvania Public Utility Commission's consideration of the pending Application.

Rosemary Chiavetta  
January 5, 2016  
Page 2

Copies of this letter and the enclosed supplemental materials are being served as indicated on the attached Certificate of Service. Should you have any questions or require anything further, please do not hesitate to contact the undersigned.

Respectfully submitted,

  
Christopher T. Wright

CTW/  
Enclosures

cc: Andrew Herster  
Certificate of Service

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# Enclosure 1

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AGREEMENT AND PLAN OF MERGER

MERGING

PPL RECEIVABLES, INC.  
(a Delaware Corporation)

WITH AND INTO

PPL ELECTRIC UTILITIES CORPORATION  
(a Pennsylvania Corporation)

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), effective as of the Effective Time described below, is entered into between PPL Electric Utilities Corporation, a Pennsylvania corporation (*the "Company"*), and PPL Receivables, Inc. ("*Receivables*"), a Delaware corporation. The Company and Receivables are hereinafter sometimes collectively referred to as the "*Constituent Corporations*."

WITNESSETH:

WHEREAS, the Company is a duly organized and validly existing corporation under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, Receivables is a duly organized and validly existing corporation under the laws of the State of Delaware and is a wholly owned subsidiary of the Company; and

WHEREAS, the Board of Directors of the Company has determined that it is advisable and in the best interests of the Company for Receivables to merge with and into the Company, with the Company continuing as the surviving corporation upon the terms and subject to the conditions set forth in this Agreement, and has adopted and approved this Agreement in accordance with Section 321 of Title 15 of the Pennsylvania Consolidated Statutes; and

WHEREAS, no approval by the sole shareholder of the Company is required in accordance with Section 321(d)(1) of the Pennsylvania Business Corporation Law;

WHEREAS, no approval by the board of directors or sole stockholder of Receivables is required in accordance with Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, the Constituent Corporations hereby agree as follows:

1. Merger. Receivables shall be merged with and into the Company (the "*Merger*") such that the Company shall be the surviving corporation (hereinafter

sometimes referred to as the "*Surviving Corporation*"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the Commonwealth of Pennsylvania, as well as the State of Delaware, and the Merger shall become effective on the later to occur of (i) 11:59 p.m. on December 31, 2015 and (ii) on a date promptly after approval by the Pennsylvania Public Utility Commission of the Merger at Docket Nos. A-2015-2513663 and G-2015-2513665 (the "*Effective Time*").

2. Governing Documents. The Articles of Incorporation and Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.

3. Officers and Directors. The persons who are officers and directors of the Company immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

4. Succession. At the Effective Time, the separate corporate existence of Receivables shall cease. At the Effective Time (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations, and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock and all other things in action, shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations.

5. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Receivables, such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Receivables, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Receivables, or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Capital Stock.

(a) All of the shares of Common Stock of Receivables issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist and no shares or other securities or obligations of the Surviving Corporation shall be issued in lieu thereof.

(b) Each of the shares of Common Stock of the Company issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as a share of Common Stock of the Surviving Corporation.

7. Amendment. The parties hereto, by consent of the Board of Directors of the Company, may amend, modify, supplement or terminate this Agreement prior to the Effective Time.

8. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

9. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the Commonwealth of Pennsylvania, *without giving effect to the choice or conflict of law provisions contained therein.*

IN WITNESS WHEREOF, PPL Electric Utilities Corporation and PPL Receivables, Inc. have caused this Agreement to be executed and delivered as of the date first written above.

PPL ELECTRIC UTILITIES CORPORATION

By: \_\_\_\_\_  
Gregory N. Dudkin  
President

PPL RECEIVABLES, INC.

By: \_\_\_\_\_  
Alexander J. Torok  
President

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**Enclosure 2**

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I, ELIZABETH STEVENS DUANE, the duly elected and acting Secretary of PPL Electric Utilities Corporation, do hereby CERTIFY that the following is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the Company by Unanimous Written Consent, dated December 11, 2015, and that said resolutions have not been altered, amended or repealed and are in full force and effect:

WHEREAS, it is proposed that the Company and PPL Receivables, Inc., a Delaware corporation ("Receivables"), enter into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which, among other things, Receivables would be merged with and into the Company, with the Company continuing as the surviving corporation; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company that the Company enter into the Merger Agreement upon the terms set forth in such agreement.

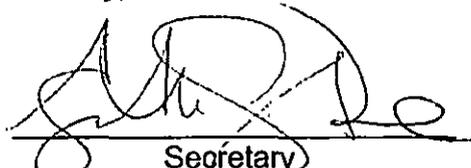
NOW, THEREFORE, BE IT RESOLVED, That the Merger Agreement, attached hereto as Exhibit A, is duly approved and adopted in all respects; and further

RESOLVED, That the proper officers, including the Secretary and any Assistant Secretary of the Company ("Authorized Officers") be and each of them is hereby authorized and directed to execute the Merger Agreement on behalf of the Company and such related agreements and documents, with such modifications, amendments or alterations as the Authorized Officers executing the same shall approve as necessary or desirable, such approval to be conclusively established by their execution thereof, to file a Statement of Merger, a Certificate of Ownership and Merger, the Merger Agreement, and any related documents with any applicable jurisdictions, and to take all actions necessary in order to enable the Company to fulfill its obligations under the Merger Agreement; and further

RESOLVED, That the Authorized Officers of the Company be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Company and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and further

RESOLVED, That all actions heretofore taken on behalf of the Company in connection with the transactions contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 4th day of January, 2016.

  
Secretary

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

**VIA FIRST CLASS MAIL**

Office of Consumer Advocate  
555 Walnut Street  
Forum Place, 5th Floor  
Harrisburg, PA 17101-1923

Bureau of Investigation & Enforcement  
PO Box 3265  
Commonwealth Keystone Building  
400 North Street, 2nd Floor West  
Harrisburg, PA 17105-3265

Office of Small Business Advocate  
Commerce Building  
300 North Second Street, Suite 202  
Harrisburg, PA 17101

Date: January 5, 2016

  
\_\_\_\_\_  
Christopher D. Wright

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