

Amendment to Consent Order and Agreement

Whereas, PPL Electric Utilities Corporation (“PPL Electric”), PPL Generation, LLC (“PPL Generation”) and PPL Gas Utilities Corporation (“PPL Gas”) are parties to a Consent Order and Agreement with the Commonwealth of Pennsylvania Department of Environmental Protection (“DEP” or “Department”) dated February 2005 (“2005 COA”), under which PPL Generation, PPL Gas and PPL Electric each commits to undertaking certain work as set forth in the 2005 COA, including investigation and remediation of certain contaminated sites, and plugging of certain abandoned wells; and

Whereas, PPL Corporation, the parent company of PPL Gas has announced an intention of selling PPL Gas; and

Whereas, in light of this anticipated sale, the parties desire to amend the 2005 COA to remove PPL Electric and PPL Generation from that agreement; and

Whereas, there are no remaining PPL Generation sites but there are a few PPL Electric sites that the Parties wish to address under a separate agreement with PPL Electric; and

Whereas, PPL Gas wants to update the list of MGP sites under Exhibit A and to add twenty two [22] abandoned wells to the list of wells under Exhibit C to be plugged under the 2005 COA and to extend the deadlines under the 2005 COA to allow for these additional wells to be plugged.

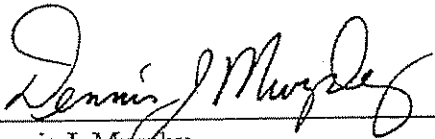
Now therefore, the parties agree that on this 18th day of April, 2008, the 2005 COA is amended as follows:

1. PPL Generation and PPL Electric are hereby removed as parties to the 2005 COA and all references to sites owned by them are hereby deleted.
2. An updated Exhibit A is attached.
3. Paragraph 11(a) is amended to add the following sentence: “A Final Report shall be submitted for every MGP Site on Exhibit A by no later than December 31, 2011 unless otherwise agreed to by both the PA DEP and PPL Gas in writing”
4. Exhibit B is hereby revised to read as follows: “Intentionally left blank”.
5. Section 25 of the 2005 COA is amended to require 272 wells to be plugged by December 31, 2008 and all abandoned wells listed on Exhibit C to be plugged by no later than December 31, 2013. A revised Exhibit C is attached hereto.
6. The termination date in section 43 is extended to December 31, 2013.

In all other respects the 2005 COA remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amended Consent Order and Agreement to be executed by the duly authorized representatives. The undersigned representatives of PPL Generation, PPL Electric and PPL Gas certify under penalty of law, as provided by 18 Pa.C.S. § 4904, that they are authorized to execute this Amended Consent Order and Agreement on behalf of the respective corporations; that PPL Generation, PPL Electric and PPL Gas each consents to the entry of this Amended Consent Order and Agreement; and each knowingly waives its right to appeal this Amended Consent Order and Agreement which rights may be available under Section 4 of the Environmental Hearing Board Act, the Act of July 13, 1988, P.L. 530, No. 1988-94, 35 P.S. § 7514; the Administrative Agency Law, 2 Pa.C.S. § 103(a); and Chapters 5A and 7A, or any other provision of law.

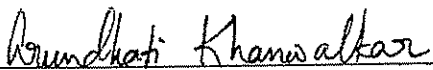
For
PPL Generation, LLC



Dennis J. Murphy
Vice President



Robert J. Barkanic
Director, Environmental Management



Arundhati Khanwalkar, Senior Counsel
PPL Services Corporation

For PPL Electric Utilities Corporation

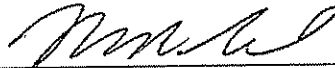


David E. Schleicher
Vice President Transmission

For
The Commonwealth of Pennsylvania
Department of Environmental Protection

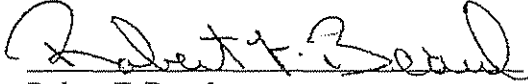


Kenneth Reisinger
Director, Bureau of Waste Management



Martin Seigel
Assistant Counsel

For PPL Gas Utilities Corporation

A handwritten signature in black ink, appearing to read "Robert F. Beard". The signature is written in a cursive style with a horizontal line underneath it.

Robert F. Beard
Vice President Gas Utilities

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EXHIBIT A

PPL GAS UTILITIES' MGP SITES

The MGP sites addressed in the 2005 COA as amended are:

1. Ashland – Southside, East Center Street (Route 54) Borough of Ashland, Schuylkill County, Pennsylvania. Completed August 2006.
2. Bangor – Walnut and South Murray Streets, Borough of Bangor, Northampton County, Pennsylvania.
3. Bellefonte – Route 144 and Rishell Hill Road, Spring Township, approximately three miles south of the Borough of Bellefonte, Centre County, Pennsylvania.
4. Huntingdon – Second and Penn Streets, Borough of Huntingdon, Huntingdon County, Pennsylvania.
5. Jim Thorpe – Lehigh Street, south of Borough of Jim Thorpe, Mahoning Township, Carbon County, Pennsylvania. Completed in July 2002
6. Lehighton – Blakeslee Boulevard (Route 443) Borough of Lehighton, Carbon County, Pennsylvania.
7. Lewistown – 210 South Front Street, Borough of Lewistown, Mifflin County, Pennsylvania. Completed in October 2003
8. Lock Haven – 325 East Bald Eagle Street, City of Lock Haven, Clinton County, Pennsylvania.
9. Mount Carmel – West Railroad and Vine Streets, Borough of Mount Carmel, Northumberland County, Pennsylvania.
10. Oxford – South and South Fourth Streets, Borough of Oxford, Chester County, Pennsylvania.
11. Pen Argyl – Delabole Road, Borough of Pen Argyl, Northampton County, Pennsylvania. Completed January 2008.
12. Pottsville – North Centre and North Coal Streets, City of Pottsville, Schuylkill County, Pennsylvania. Completed in September 2004.
13. Renovo – St. Patrick's Lane, Borough of Renovo, Clinton County, Pennsylvania. Completed November 2006.
14. Shamokin – 501 North Vine Street, Borough of Shamokin, Northumberland County, Pennsylvania.

15. Shippensburg – 22 West Garfield Street, Borough of Shippensburg, Cumberland County, Pennsylvania. Completed in November 2003.
16. Slatington – Willow Avenue, Borough of Slatington, Lehigh County, Pennsylvania. Completed in June 2004.

OTHER PPL GAS UTILITY SITES

There are two MGP site in Pennsylvania (Brodhead {Stroudsburg} and Waynesboro) and one in Delaware (Georgetown) not listed above. Environmental Costs, as defined in paragraph 2g, incurred at these sites will count toward the Environmental Cost Cap.

The Brodhead (Stroudsburg) site is located at 203 Main St., Stroudsburg, Monroe County, Pennsylvania. The Waynesboro site is located at 20 East Sixth Street, Waynesboro, Franklin County, Pennsylvania. The Georgetown site is located at Race Street, between Pepper and New Streets, Georgetown, Sussex County, Delaware.

PPL GAS UTILITIES METER/REGULATOR SITES

The Meter/Regulator sites that were to be addressed in the 2002 COA are listed below with their locations and completion status noted. These sites will be addressed in the 2005 COA.

SITE ID	MUNICIPALITY	COUNTY	COMPLETED (Y/N)
T-7	Troy Township	Bradford	Y
V-77	Beaver Township	Clarion	Y
V-78	Richland Township	Clarion	Y
V-44	Washington Township	Clarion	Y
V-72	Clarion Township	Clarion	Y
V-54	Limestone Township	Clarion	Y
V-73	Paint Township	Clarion	Y
V-58	Elk Township	Clarion	Y
V-60	Paint Township	Clarion	Y
V-14	Farmington Township	Clarion	N
V-3	Jenks Township	Forest	Y
V-2	Jenks Township	Forest	Y
P-43	Borough of Port Allegany	McKean	Y
P-136	Borough of Port Allegany	McKean	Y
P-47	Liberty Township	McKean	Y
P-48	Liberty Township	McKean	Y
P-23	Liberty Township	McKean	Y
P-149	Liberty Township	McKean	Y
P-52	Annin Township	McKean	Y
P-16	Annin Township	McKean	Y
P-94	Borough of Eldred	McKean	Y
P-88	Hamlin Township	McKean	Y
P-86	Hamlin Township	McKean	Y
P-63	Keating Township	McKean	Y
P-9	Norwich Township	McKean	Y
P-163	Norwich Township	McKean	Y
P-84	Norwich township	McKean	Y
S-2	Oswayo Township	Potter	Y
G-30	Bingham Township	Potter	Y
P-3	Hebron Township	Potter	Y
CT-2	Hebron Township	Potter	Y
WD-36	Ulysses Township	Potter	Y
WD-37	Ulysses Township	Potter	Y
WD-38	Ulysses Township	Potter	Y
WD-32	Ulysses Township	Potter	Y
P-126	Wharton Township	Potter	Y
S-17	Sharon District	Potter	Y
S-9	Sharon Township	Potter	Y
P-146	Clara Township	Potter	Y
P-135	Roulette Township	Potter	Y
P-13	Roulette Township	Potter	Y

SITE ID	MUNICIPALITY	COUNTY	COMPLETED(Y/N)
TW-204	Farmington Township	Tioga	Y
M-9	Borough of Mansfield	Tioga	Y
WD-17	Westfield Township	Tioga	Y
B-5	Covington Township	Tioga	Y
B-9	Borough of Blossburg	Tioga	Y
TW-300	Farmington Township	Tioga	Y
MW-508	Farmington Township	Tioga	Y
EK-5	Borough of Lawrenceville & Lawrence Township	Tioga	Y
TW-202	Farmington Township	Tioga	Y
TW-205	Farmington Township	Tioga	Y
TW-102	Farmington Township	Tioga	Y
M-57	Lawrence Township	Tioga	Y
TW-207	Farmington Township	Tioga	Y
EK-1	Lawrenceville Borough	Tioga	Y
EK-55	Nelson Township	Tioga	Y
WD-18	Westfield Township	Tioga	Y
EK-39	Deerfield Township	Tioga	Y
WO-1	Delmar Township	Tioga	Y
WO-41	Borough of Wellsboro	Tioga	Y
TW-401	Farmington Township	Tioga	Y
TW-402	Farmington Township	Tioga	Y
TW-400	Farmington Township	Tioga	Y
MW-703	Lawrence & Tioga Townships	Tioga	Y
MW-706	Tioga Township	Tioga	Y
M-77	Lawrence Township	Tioga	Y
V-105	Cornplanter Township	Venango	Y
V-107	Cornplanter Township	Venango	Y
V-98	Cranberry Township	Venango	Y
V-74	Richland Township	Venango	Y
V-110	Cornplanter Township	Venango	Y
V-90	Pinegrove Township	Venango	Y

EXHIBIT C

PPL GAS UTILITIES - SCHEDULE OF NON-PRODUCING WELLS

Site Name	MUNICIPALITY	COUNTY	COMPLETED
AR0364	Ashland	Clarion	No
AR0402	Ashland	Clarion	No
AR0407	Ashland	Clarion	No
DG0058	Ashland	Clarion	No
AR0151	Beaver	Clarion	No
AR0170	Beaver	Clarion	No
AR0175	Beaver	Clarion	No
AR0185	Beaver	Clarion	No
AR0207	Beaver	Clarion	No
AR0229	Beaver	Clarion	No
AR0234	Beaver	Clarion	No
AR0240	Beaver	Clarion	No
AR0254	Beaver	Clarion	No
AR0259	Beaver	Clarion	No
AR0887	Beaver	Clarion	No
AR0209	Elk	Clarion	No
AR0210	Elk	Clarion	No
AR0268	Elk	Clarion	No
AR0282	Elk	Clarion	No
AR0283	Elk	Clarion	No
DG0010	Elk	Clarion	No
DG0222	Elk	Clarion	No
AR1025	Farmington	Clarion	No
DG0156	Farmington	Clarion	No
DG0187	Farmington	Clarion	No
DG0374	Farmington	Clarion	No
AR0987	Highland	Clarion	No
DG0211	Highland	Clarion	No
DG0213	Highland	Clarion	No
AR0479	Paint	Clarion	No
AR0481	Paint	Clarion	No
AR0486	Paint	Clarion	No
AR0497	Paint	Clarion	No
AR0515	Paint	Clarion	No
AR0524	Paint	Clarion	No
AR0533	Paint	Clarion	No
AR0589	Paint	Clarion	No
AR0616	Paint	Clarion	No

Site Name	MUNICIPALITY	COUNTY	COMPLETED
AR0617	Paint	Clarion	No
AR0878	Paint	Clarion	No
AR0929	Paint	Clarion	No
AR0934	Paint	Clarion	No
AR0937	Paint	Clarion	No
AR0958	Paint	Clarion	No
AR0961	Paint	Clarion	No
AR0962	Paint	Clarion	No
AR0963	Paint	Clarion	No
AR0965	Paint	Clarion	No
AR0966	Paint	Clarion	No
AR0967	Paint	Clarion	No
AR0969	Paint	Clarion	No
AR0971	Paint	Clarion	No
AR0975	Paint	Clarion	No
AR0978	Paint	Clarion	No
DG0348	Paint	Clarion	No
AR0156	Richland	Clarion	No
AR0197	unknown	Clarion	No
AR0840	unknown	Clarion	No
AR1019*	unknown	Clarion	No
AR0187*	unknown	Clarion	No
DG0051	Barnett	Forest	No
DG0052	Barnett	Forest	No
DG0317	Tionesta	Forest	No
DG0443	unknown	Forest	No
NP0262	Annin	McKean	No
NP0368	Annin	McKean	No
NP2105	Annin	McKean	No
NP1471	Ceres	McKean	No
NP1473	Ceres	McKean	No
NP1474	Ceres	McKean	No
NP0654	Liberty	McKean	No
NP1849	Norwich	McKean	No
NP1850	Norwich	McKean	No
NP1852	Norwich	McKean	No
NP0619	unknown	McKean	No
NP1842	unknown	McKean	No
NP1846	unknown	McKean	No
NP0608	unknown	McKean	No
NP0250	unknown	McKean	No

Site Name	MUNICIPALITY	COUNTY	COMPLETED
NP0006	unknown	McKean	No
NP0201	unknown	McKean	No
NP0120	unknown	McKean	No
NP1165	unknown	McKean	No
NP0647	unknown	McKean	No
NP0648	unknown	McKean	No
NP0650	unknown	McKean	No
NP0003	unknown	McKean	No
NP1992	unknown	McKean	No
NP1996	unknown	McKean	No
NP2106	unknown	McKean	No
NP1797	Hebron	Potter	No
NP0983	unknown	Potter	No
AR0762	Pinegrove	Venango	No
DG0357	Pinegrove	Venango	No
DG0361	Pinegrove	Venango	No
DG0362	Pinegrove	Venango	No
DG0363	Pinegrove	Venango	No
AR0375	Richland	Venango	No
AR0468	Richland	Venango	No

Notes

* - Wells identified as plugged by PPL Gas, but not by PA DEP