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April 21, 2008

RECEIVED

VIA HAND DELIVERY

Stephanie L. Stumbo
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

APR 21 2008

PUBLIC SERVICE
COMMISSION

RE: The Application of Big Rivers Electric Corporation for: (i) Approval of Wholesale Tariff Additions for Big Rivers Electric Corporation, (ii) Approval of Transactions, (iii) Approval to Issue Evidences of Indebtedness, and (iv) Approval of Amendments to Contracts; and of E.ON U.S. LLC, Western Kentucky Energy Corp., and LG&E Energy Marketing, Inc. for Approval of Transactions
Case No. 2007-00455

Dear Ms. Stumbo:

Enclosed please find and accept for filing the original and ten copies of E.ON U.S. LLC, Western Kentucky Energy Corp. and LG&E Energy Marketing, Inc.'s Amended Petition for Confidential Treatment in the above-referenced matter. Please confirm your receipt of this filing by placing the stamp of your Office with the date received on the enclosed additional copies and return them to me in the enclosed self-addressed stamped envelope.

Should you have any questions please contact me at your convenience.

Yours very truly,

Kendrick R. Riggs

KRR:ec

cc: Parties of Record

400001 358719/521230 1

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATIONS OF BIG RIVERS)	
ELECTRIC CORPORATION FOR:)	
(I) APPROVAL OF WHOLESALE TARIFF)	
ADDITIONS FOR BIG RIVERS ELECTRIC)	CASE NO. 2007-00455
CORPORATION, (II) APPROVAL OF)	
TRANSACTIONS, (III) APPROVAL TO ISSUE)	
EVIDENCES OF INDEBTEDNESS, AND)	
(IV) APPROVAL OF AMENDMENTS TO)	
CONTRACTS; AND OF E.ON U.S. LLC,)	
WESTERN KENTUCKY ENERGY CORP.)	
AND LG&E ENERGY MARKETING, INC.)	
FOR APPROVAL OF TRANSACTIONS)	

AMENDED PETITION FOR CONFIDENTIAL TREATMENT

E.ON U.S. LLC (“E.ON U.S.”), Western Kentucky Energy Corp. (“WKEC”) and LG&E Energy Marketing, Inc. (“LEM”) (the “E.ON Entities”), by counsel, for their Amended Petition for Confidential Treatment filed pursuant to 807 KAR 5:001, Section 7 and KRS 61.878(1)(c), state as follows:

BACKGROUND

By this Petition, the E.ON Entities request that the Public Service Commission (“Commission”) grant confidential protection to certain documents presented at a meeting of representatives of the E.ON Entities, the Office of the Attorney General, Big Rivers Electric Corporation, Alcan Primary Products Corporation and Century Aluminum of Kentucky held at the offices of the Attorney General in Frankfort on March 20, 2008 and filed herewith. The documents are generally responsive to Attorney General Request for Information No. 87. The Office of the Attorney General, Big Rivers Electric Corporation, Alcan Primary Products Corporation and Century Aluminum of Kentucky each have agreed in writing (i.e., pursuant to

confidentiality agreements) to hold the information in confidence and protect it from public disclosure. Specifically, the documents presented (hereinafter, the “Documents”) include certain specific financial information of WKE; and a prepared set of documents comparing the financial issues affecting the E.ON Entities to those that will affect Big Rivers Electric Corporation subsequent to the transaction in this case. The Documents all concern confidential and proprietary information relevant to the financial conditions affecting an unregulated entity, similar to information previously filed by the E.ON Entities under confidential seal in this case. The documents filed with this Amended Petition are the same documents filed with the Commission on March 25, 2008 in this proceeding pursuant to a Petition for Confidential Treatment by the E.ON Parties, but reflect less redaction on each of the pages. The E.ON Entities submit that the Documents filed today also are entitled to confidential protection and for the same reasons.

GROUND FOR PETITION

1. KRS 61.878(1)(c) protects commercial information, generally recognized as confidential or proprietary, if its public disclosure would cause competitive injury to the disclosing entity. Competitive injury occurs when disclosure of the information would give competitors an unfair business advantage. The Commission has taken the position that the statute and the regulation require the party requesting confidentiality to demonstrate actual competition and the likelihood of competitive injury if the information is disclosed. Here, there is actual competition, as the information in question concerns confidential and proprietary information related to nonregulated businesses that are competitive and that are not rate-protected by the regulatory compact. The confidential business information disclosed to the Commission and discussed in the March 20 meeting is information the public disclosure of which would enable the E.ON Entities’ competitors to discover, and make use of, confidential

information concerning the E.ON Entities' financial condition and business strategies, to the unfair competitive disadvantage of the E.ON Entities.

2. The information for which confidential treatment is sought is maintained internally by the E.ON Entities and by other parties to this case who have a business need to know this information. This information is not on file with the FERC, SEC or other public agency, is not available from any commercial or other source outside of the E.ON Entities and the parties to this case with a business need to know this information, and is limited in distribution to those employees who have a business reason to have access to such information. Further, the information concerns nonregulated rather than regulated activities. Thus, the public interest to be served by its disclosure is minimal at best. By imposing unfair competitive injury upon the E.ON Entities, disclosure in fact would harm the public interest.

3. Disclosure of the information sought to be protected in this matter would make available to the E.ON Entities' competitors information concerning their financial and business strategies, and costs and revenues, that such competitors could use to the E.ON Entities' competitive disadvantage. The E.ON Entities' competitors are not required to file, or to make public, similar proprietary information.

4. The confidential and proprietary budget information for which confidential protection is sought in this case is precisely the sort of information meant to be protected by KRS 61.878(1)(c)1. In *Hoy v. Kentucky Industrial Revitalization Authority*, 907 S.W.2d 766 (Ky. 1995), the Kentucky Supreme Court held that financial information submitted by General Electric Company with its application for investment tax credits was not subject to disclosure simply because it had been filed with a state agency. The Court applied the plain meaning rule to the statute, reasoning that "[i]t does not take a degree in finance to recognize that such

information concerning the inner workings of a corporation is ‘generally recognized as confidential or proprietary.’” *Id.* at 768. Similarly, the Kentucky Supreme Court applied the KRS 61.878(1)(c)1. “competitive injury” exemption to financial information that was in the possession of Kentucky’s Parks Department in *Marina Management Services, Inc. v. Commonwealth, Cabinet for Tourism*, 906 S.W.2d 318, 319 (Ky. 1995): “These are records of privately owned marina operators, disclosure of which would unfairly advantage competing operators. The most obvious disadvantage may be the ability to ascertain the economic status of the entities without the hurdles systematically associated with acquisition of such information about privately owned organizations.” The same reasoning applies here. Moreover, the damage that would accrue to the E.ON Entities would be exacerbated by the interstate nature of the competition in the wholesale power market. Competitors in this market are not subject to Commission regulations regarding the filing of sensitive financial information.

5. The confidential information clearly merits confidential protection pursuant to *Hoy, Marina Management*, and KRS 61.878(1)(c)1. If the Commission disagrees, however, it must hold an evidentiary hearing to protect the due process rights of the E.ON Entities and supply the Commission with a complete record to enable it to reach a decision with regard to this matter. *Utility Regulatory Commission v. Kentucky Water Service Company, Inc.*, Ky. App., 642 S.W.2d 591, 592-94 (1982).

6. The E.ON Entities have provided the information for which confidential treatment is sought to the Attorney General pursuant to a protective agreement.

7. In accordance with the provisions of 807 KAR 5:001(7), the E.ON Entities file herewith, under seal, one (1) highlighted set of the confidential information provided at the

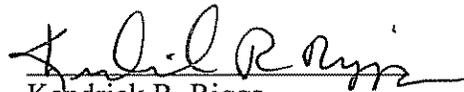
March 20 meeting, and also file on this date an original and ten copies of the cover letter of the E.ON Entities providing notice of the filing, for placement in the public record.

CONCLUSION

For the reasons stated, the E.ON Entities respectfully request that the Commission grant confidential protection for the information at issue, or schedule an evidentiary hearing on all factual issues while maintaining the confidentiality of the information pending the outcome of the hearing.

Dated: April 21, 2008

Respectfully submitted,



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Counsel for E.ON U.S. LLC, Western
Kentucky Energy Corp. and LG&E Energy
Marketing, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Amended Petition for Confidential Treatment was served via U.S. mail, first-class, postage prepaid, this 21st day of April 2008, upon the following persons:

C. William Blackburn
Big Rivers Electric Corporation
201 Third Street
P. O. Box 24
Henderson, KY 42420

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Boehm, Kurtz & Lowry
36 East Seventh Street
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Assistant Attorney General
Office of the Attorney General
Office of Rate Intervention
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Counsel for E.ON U.S. LLC, Western
Kentucky Energy Corp. and LG&E Energy
Marketing, Inc.

WKE Unwind Transaction

Is WKE transferring any of its current problems to BREC under this proposed transaction? How does BREC make the proposed transaction work going forward, given WKE's experience under the current lease arrangement?

Existing and post 2011 Power Sale Obligations

Present Obligations - WKE

Party	Load Obligation MW
BREC	597
Alcan Aluminum	233
Century Aluminum	339
HMP&L	95
Maximum capacity for sale to market*	357

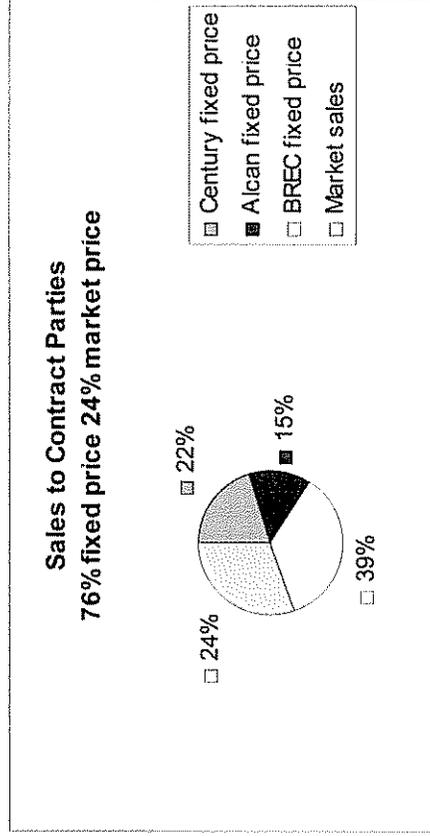
Post 2011 Obligations - WKE

Party	Load Obligation MW
BREC	800
Alcan Aluminum	0
Century Aluminum	0
HMP&L	95
Maximum capacity for sale to market*	726

* Excludes Reid units and reserves

WKE Transaction & New BREC Contrast

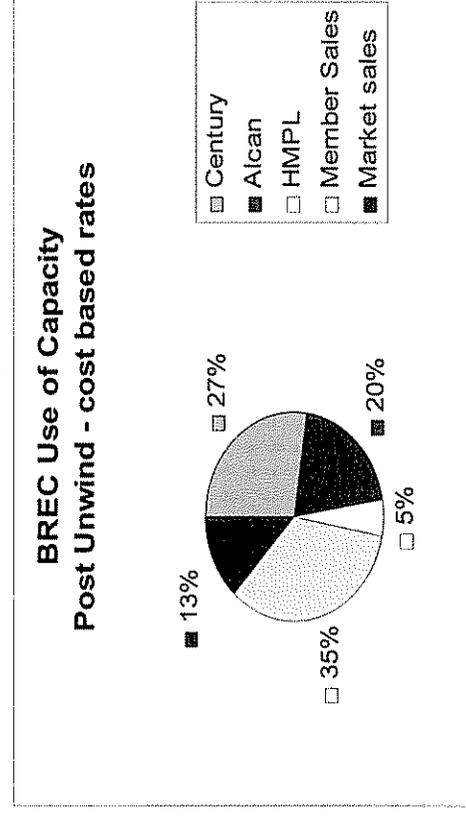
Present WKE Use of Capacity



WKE Economic Drivers

- Lease Payments
- Smelter Margin Payments
- Minimum Level of Transmission Payments
- Sales at below cost fixed prices
- Fuel Risk
- Purchased Power Risk
- Minimal Environmental Cost Recovery
- No Access to SEPA Power

BREC Use of Capacity Post Unwind



BREC Economic Drivers

- Total benefit to BREC \$950 million
- No Smelter Margin payments
- No minimum level of Transmission payments
- Sales at Cost Based Rates
- Fuel Adjustment Clause
- Smelter premium rates to maintain TIER
- Purchased Power Adjustment Clause
- Environmental Cost Recovery
- Access to 178 MW of SEPA Power
- BREC assumes no existing WKE obligations

CONFIDENTIAL

2007 WKE Energy Rate Comparison with Cost of Energy

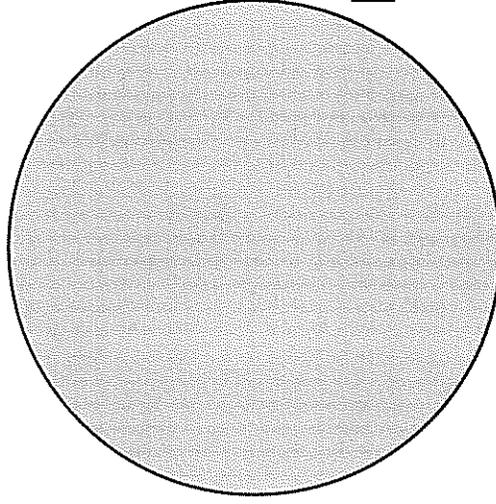
Energy Rates and percentage of volume

Market Sales

Alcan

Century

Average Price:



Fuel & Purchased Power

BREC

Cost of Energy

Interest Expense

Depreciation

Lease, Smelter and Margin Payments

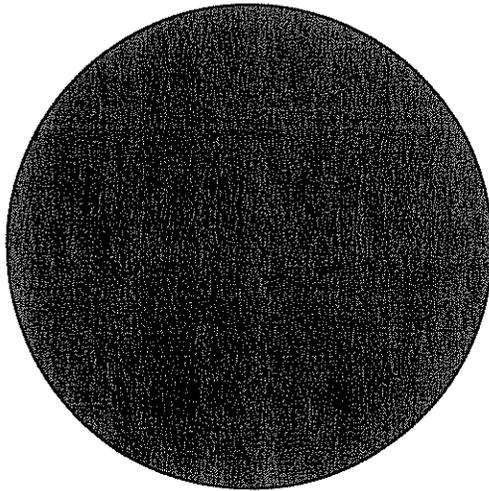
O&M and Environmental

Total Cost:

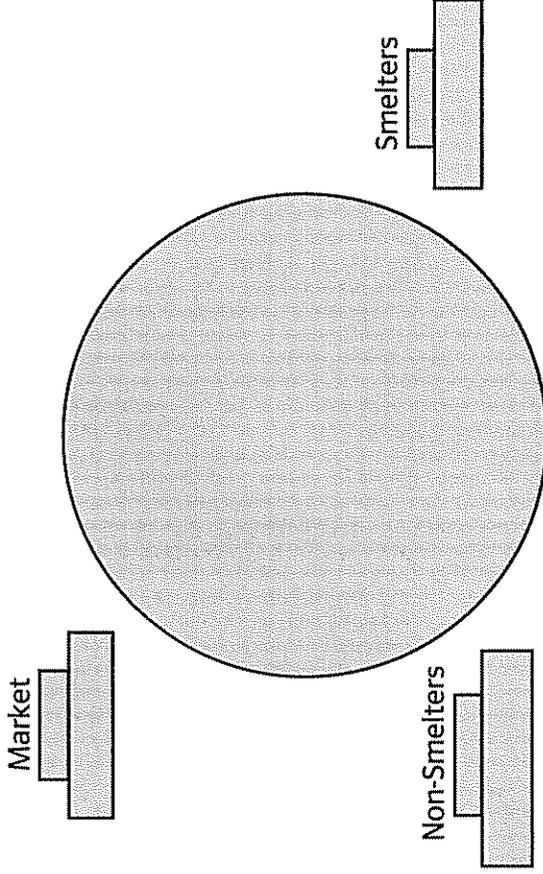
CONFIDENTIAL

2008 BREC Energy Rate Comparison with Cost of Energy

Cost of Energy



Rates & Volume



Cost Variance to WKE	
/MWh	
Interest	
Depreciation	
Lease Payments	
Today's Adjusted Cost	

See 8.5 x 14 handout

If the Unwind Transaction Does Not Occur

- No new Power Plant Development in Western Kentucky
- Member Distribution Co-ops have limited economic development
- Member Distribution Co-ops have rate uncertainty
- No new economic development initiatives in Western Kentucky
- One or both Smelters may close as a result of inability to access all power at cost based rates
- Western Kentucky loses 1,400 smelter jobs and 3,600 related jobs. Annually, \$193 million lost payroll plus \$17 million in state and local taxes.

If the Unwind Transaction Does Occur

- All Parties win – Distribution Co-ops, Smelters, BREC, HMPL, E.ON U.S.
- BREC on solid financial footing, achieves investment grade rating
- BREC now in control of own destiny, including financing flexibility
- BREC has the ability to control and manage their costs
- Member Distribution Co-ops have the ability to grow and expand
- Western Kentucky continues to grow with new economic development opportunities
- Smelters receive long term power supply at cost based premium rates
- Smelters invest in their plants for future

Can BREC remain viable if the smelters subsequently leave in the future?

It is likely market prices for electricity will have increased in an amount to place BREC in a favorable economic position (BREC to supply data from ACES study). After market sales, BREC has additional safeguards: \$35 million transition reserve plus interest, rate increase capability, and .

WKE projected 2008 income statement from Consolidated Three Year Operating Plan and Actual Results 2005-2007
 \$000's

	2005 Actual	2006 Actual	2007 Actual	2008 Budget
Revenues:				
Electric Revenues:				
BREC Sales				
Century Sales				
Alcan Sales				
Monthly Margin Payment				
Other Electric Revenues				
Total Off-System Sales				
Other Revenues				
Total Revenues				
Cost of Revenues:				
Fuel for Generation				
Purchased Power				
Total Other Cost of Revenues				
Total Cost of Revenues				
Gross Margin				
Operating Expenses: excludes lease expense				
Total Non-Labor includes lease expense				
Total Labor				
Total Depr and Amort Exp: excludes goodwill				
Property and Other Taxes				
Total Operating Expenses				
Operating Income				
Loss on Asset Impairment				
Other Income/(Expense)				
Pension Interest				
EBIT				

WKE projected 2008 income statement from Consolidated Three Year Operating Plan

(S000's)

2008

Revenues:

Electric Revenues:

- BREC Sales
- Century Sales
- Alcan Sales
- Monthly Margin Payment
- Other Electric Revenues

Total Off-System Sales

Other Revenues

Total Revenues

Cost of Revenues:

Fuel for Generation

Purchased Power

Total Other Cost of Revenues

Total Cost of Revenues

Gross Margin

Operating Expenses: excludes lease expense

Total Non-Labor includes lease expense

Total Labor

Total Depr and Amort Exp: excludes goodwill

Property and Other Taxes

Total Operating Expenses

Operating Income

Loss on Asset Impairment

Other Income/(Expense)

Pension Interest

EBIT

Notes: