

SULLIVAN, MOUNTJOY, STAINBACK & MILLER PSC  
ATTORNEYS AT LAW

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Michael A. Fiorella  
Allen W. Holbrook  
R. Michael Sullivan  
Bryan R. Reynolds\*  
Tyson A. Kamuf  
Mark W. Starnes  
C. Ellsworth Mountjoy  
Mary L. Moorhouse

September 18, 2012

**Via Federal Express**

Jeff DeRouen  
Executive Director  
Public Service Commission  
211 Sower Boulevard, P.O. Box 615  
Frankfort, Kentucky 40602-0615

RECEIVED

SEP 19 2012

PUBLIC SERVICE  
COMMISSION

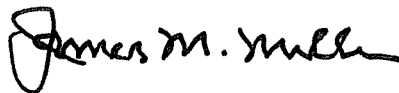
\*Also Licensed in Indiana

Re: *In the Matter of: Notice and Application of Big Rivers  
Electric Corporation for a General Adjustment in Rates,  
PSC Case No. 2011-00036*

Dear Mr. DeRouen:

Enclosed are an original and ten copies of the response of Big Rivers Electric Corporation ("Big Rivers") to the request of the Attorney General during the September 12, 2012, hearing for unredacted copies of all legal invoices showing amounts included in the rate case expenses sought by Big Rivers in the rehearing. I certify that a copy of this letter and enclosures has been served on each person shown on the attached service list.

Sincerely yours,



James M. Miller

JMM/ej  
Enclosure

cc: Albert Yockey  
Roger Hickman  
Service List

Telephone (270) 926-4000  
Telecopier (270) 683-6694

100 St. Ann Building  
PO Box 727  
Owensboro, Kentucky  
42302-0727

www.westkylaw.com

SERVICE LIST  
BIG RIVERS ELECTRIC CORPORATION  
PSC CASE NO. 2011-00036

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PRODUCTS CORPORATION**

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Paducah, KY 42002-0929

**COUNSEL FOR JACKSON PURCHASE  
ENERGY CORPORATION**

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Kenergy Corp.  
3111 Fairview Drive  
P.O. Box 1389  
Owensboro, Kentucky 42302-1389

G. Kelly Nuckols  
President and CEO  
Jackson Purchase Energy Corporation  
2900 Irvin Cobb Drive  
P.O. Box 4030  
Paducah, KY 42002-4030

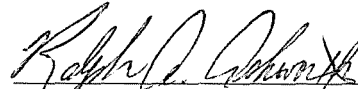
Burns E. Mercer  
President/CEO  
Meade County R.E.C.C.  
1351 Highway 79  
P.O. Box 489  
Brandenburg, KY 40108-0489

**BIG RIVERS ELECTRIC CORPORATION**

**APPLICATION OF BIG RIVERS ELECTRIC CORPORATION  
FOR A GENERAL ADJUSTMENT IN RATES  
CASE NO. 2011-00036**

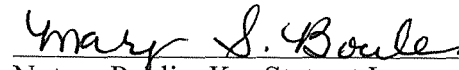
**VERIFICATION**

I, Ralph A. Ashworth, verify, state, and affirm that I prepared or supervised the preparation of my data responses filed with this Verification, and that those data responses are true and accurate to the best of my knowledge, information, and belief formed after a reasonable inquiry.

  
\_\_\_\_\_  
Ralph A. Ashworth

COMMONWEALTH OF KENTUCKY     )  
COUNTY OF HENDERSON            )

SUBSCRIBED AND SWORN TO before me by Ralph A. Ashworth on this the 18<sup>th</sup> day of September, 2012.

  
\_\_\_\_\_  
Notary Public, Ky. State at Large  
My Commission Expires 8-08-2016

APPLICATION OF BIG RIVERS ELECTRIC CORPORATION  
FOR A GENERAL ADJUSTMENT IN RATES  
CASE NO. 2011-00036

Response to the Attorney General's  
Request for Information at the September 12, 2012 Hearing

September 18, 2012

1 **Request) Provide an unredacted copy of the invoices for legal services included in the Big**  
2 **Rivers rate case expenses.**

3

4 **Response)** Big Rivers has reviewed the invoices for legal services that are included in its rate  
5 case expenses request, and significantly reduced the amount of redaction. Because the  
6 descriptions of services included in those invoices were not prepared in anticipation that  
7 unredacted copies of the invoices would be publicly produced, there are still some attorney work  
8 product and privileged communications that remain redacted.

9

10

11 **Witness)** Ralph A. Ashworth

12 Counsel

Big Rivers Electric Corp.  
17356 - 104,114

Big Rivers Electric Corp.  
Attn: C. William Blackburn,  
Vice President and Chief Financial Officer  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 104,114  
Our file # 17356 00501  
Billing through 10/31/2010

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$0.00
Payments Applied Since Last Invoice	-\$0.00
Total current charges	\$8,180.00
<b>BALANCE DUE</b>	<b>\$8,180.00</b>

**FOR PROFESSIONAL SERVICES RENDERED**

10 11 2010	JMM	Research for and respond to inquiry re <u>rate proceeding regulations</u> .	0.90	200.00	180.00
10 18 2010	JMM	Review, research and comment on <u>rate case timeline</u> ; review rate case preparation information received from Blg Rivers.	1.30	200.00	260.00
10 18 2010	TAK	Review <u>rate case timeline</u> and emails re: same.	0.30	150.00	45.00
10 20 2010	JMM	Conference with Kamuf re immediate rate case issues; analyze same; conference with Al Yockey; respond to question from Mark Hite; review and respond to various messages from Mark Hite and Seelye; initial research on [REDACTED]	2.00	200.00	400.00
10 20 2010	TAK	Review emails re: 2011 rate case; research re: [REDACTED] adjustments; conference with James Miller.	6.50	150.00	975.00
10 21 2010	JMM	Review memoranda on rate case issues and research re same.	1.40	200.00	280.00
10 21 2010	TAK	Research re: [REDACTED] adjustments.	3.90	150.00	585.00
10 22 2010	TAK	Research re: [REDACTED] adjustments; research re: [REDACTED]	3.20	150.00	480.00
10 25 2010	JMM	Study and research [REDACTED] issue; prepare memorandum on same.	1.60	200.00	320.00
10 25 2010	TAK	Research re: [REDACTED]	5.00	150.00	750.00
10 28 2010	TAK	Research re: [REDACTED] review email re: [REDACTED] adjustment.	2.30	150.00	345.00
10 27 2010	JMM	Respond to <u>rate case-related messages from Mark Hite</u> ; revise list of issues for case.	0.90	200.00	180.00

30

10 27 2010	TAK	Research re: <u>pro forma adjustments.</u>	6.80	150.00	1,020.00
10 28 2010	JMM	Review and respond to various messages re <del>████</del> <u>study and other issues related to rate case.</u>	0.60	200.00	120.00
10 29 2010	JMM	Review and comment on various issues related to the <u>2011 rate case; research re same; conference with</u> <u>Seelye.</u>	1.20	200.00	240.00

**TIMEKEEPER SUMMARY**

JMM	Miller, James	9.90	\$200.00	1,980.00
TAK	Karnuf, Tyson	28.00	\$150.00	4,200.00
Total fees for this matter				<u>6,180.00</u>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$6,180.00
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	<u>\$6,180.00</u>
TOTAL BALANCE DUE UPON RECEIPT	<u>✓ \$6,180.00</u>

*MANA*  
*11-8-10*

Big Rivers Electric Corp.  
17356 - 104,639

Big Rivers Electric Corp.  
Attn: C. William Blackburn,  
Vice President and Chief Financial Officer  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 104,639  
Our file # 17356 00501  
Billing through 11/30/2010

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$8,180.00
Payments Applied Since Last Invoice	-\$6,180.00
Total current charges	\$8,077.50
<b>BALANCE DUE</b>	<b>\$8,077.50</b>

**FOR PROFESSIONAL SERVICES RENDERED**

11 01 2010	JMM	Conferences with Mark Hite and Prime Group re [REDACTED] issue.	0.60	200.00	120.00
11 10 2010	JMM	Review various messages re rate case preparation and research and respond to same.	1.20	200.00	240.00
11 11 2010	JMM	Review rate design information from David Crockett; conference Moorhouse re research on [REDACTED] issue; research to develop issues list.	2.00	200.00	400.00
11 11 2010	MM	Located regulatory opinions for Jim Miller re: [REDACTED] & [REDACTED]	2.60	115.00	287.50
11 12 2010	JMM	Respond to various inquiries about scheduling of and agenda for meeting on rate case issues; review information from David Crockett on [REDACTED]	1.90	200.00	380.00
11 14 2010	JMM	Review accumulated messages re rate case preparation issues.	0.60	200.00	120.00
11 15 2010	JMM	Various messages and conferences on rate case meeting, agenda and preparation for same.	0.80	200.00	160.00
11 16 2010	TAK	Research re [REDACTED]	4.60	150.00	675.00
11 17 2010	JMM	Receipt and review of rate case preparation documents from Big Rivers; work on issues list.	0.40	200.00	80.00
11 17 2010	TAK	Review templates for rate case.	0.40	150.00	60.00
11 18 2010	JMM	Finalize preparation of and forwarding to Big Rivers of rate case issues list.	1.20	200.00	240.00
11 19 2010	JMM	Review Seelye study; other work on preparation for meeting on rate case; comprehensive review of issues	1.90	200.00	380.00

20

		in this and [REDACTED]			
11 19 2010	TAK	Review rate case issue list.	0.30	150.00	45.00
11 23 2010	JMM	Review information from various sources on rate case preparation and upcoming meetings.	1.90	200.00	380.00
11 23 2010	TAK	Research [REDACTED]	3.50	150.00	525.00
11 24 2010	JMM	Preparation for rate case meeting.	0.80	200.00	160.00
11 24 2010	TAK	Research re: [REDACTED]	3.50	150.00	525.00
11 28 2010	JMM	Preparation for meeting on rate case.	1.80	200.00	360.00
11 29 2010	JMM	Final preparation for and all-day meeting on rate case in Henderson.	12.10	200.00	2,420.00
11 30 2010	JMM	Follow up on issues raised in meeting of previous day; conferences with Gaines and Al Yockey; conference with Bill Blackburn re RUS approvals.	2.60	200.00	520.00

**TIMEKEEPER SUMMARY**

JMM	Miller, James	29.80	\$200.00	5,960.00
MM	Moorhouse, Mary	2.50	\$115.00	287.50
TAK	Kamuf, Tyson	12.20	\$150.00	1,830.00
<b>Total fees for this matter</b>				<b>8,077.50</b>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$8,077.50
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	<u>\$8,077.50</u>
TOTAL BALANCE DUE UPON RECEIPT	<u><u>\$8,077.50</u></u>



Big Rivers Electric Corp.  
17356 - 105,164

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Big Rivers Electric Corp.  
Attn: C. William Blackburn,  
Vice President and Chief Financial Officer  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 105,164  
Our file # 17356 00501  
Billing through 12/31/2010

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$8,077.50
Payments Applied Since Last Invoice	-\$8,077.50
Total current charges	\$15,204.50
<b>BALANCE DUE</b>	<b>\$15,204.50</b>

**FOR PROFESSIONAL SERVICES RENDERED**

12 01 2010	JMM	Various conferences re rate case issues; review stream of messages re same; research issues; prepare for call on same; research for and begin drafting of memorandum on [REDACTED]	4.30	200.00	860.00
12 02 2010	JMM	Continuation of work on research and memorandum re [REDACTED] prepare for and participate in extended conference call, and follow up on issues raised.	4.10	200.00	820.00
12 03 2010	JMM	Research for and collection of information for preparation of rate case; review of various messages re same; review agreement prepared for potential release of confidential IRP information to smelters.	2.00	200.00	400.00
12 05 2010	JMM	Finalize memorandum for Bill Blackburn on approval issues regarding [REDACTED] and related matters.	2.90	200.00	580.00
12 09 2010	JMM	Conference with Lyon; prepare for and participate in rate case update; review various documents prepared and emailed.	3.70	200.00	740.00
12 10 2010	JMM	Meet with Kamuf and Moorhouse; work on accumulated rate case tasks, including initial review of [REDACTED]	2.60	200.00	520.00
12 10 2010	TAK	Conference with Jim Miller, Mary Moorhouse; review timelines and filing requirements; work re: pulling together documents with information on [REDACTED] review testimony outlines.	6.30	150.00	945.00
12 10 2010	MM	Conference with Jim Miller and Tyson Kamuf re: Big Rivers and looking through files for information concerning [REDACTED]	1.00	115.00	115.00

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12 10 2010	MM	Began looking through [REDACTED] [REDACTED] [REDACTED]	5.60	115.00	644.00
12 11 2010	MM	Continued looking through [REDACTED] [REDACTED]	2.00	115.00	230.00
12 12 2010	JMM	Review information received on rate case preparation, and prepare information for inclusion in testimony.	0.60	200.00	120.00
12 13 2010	JMM	Conferences with Seelye, [REDACTED] and other witness investigation; research [REDACTED] drafting of language for testimony.	3.30	200.00	660.00
12 13 2010	TAK	Work re: pulling together documents re: [REDACTED] [REDACTED]	3.10	150.00	465.00
12 13 2010	MM	Continued looking through [REDACTED] for [REDACTED] [REDACTED] Conference with Jim Miller re: a few items in a data request. Organized, labeled and prepared documents that have information concerning [REDACTED]	7.80	115.00	897.00
12 14 2010	TAK	Work re: pulling together documents re: [REDACTED] [REDACTED] and related projects.	5.80	150.00	870.00
12 14 2010	MM	Finalized all the documents from the [REDACTED] and [REDACTED] [REDACTED]	6.50	115.00	747.50
12 14 2010	MM	Began looking through [REDACTED] for information concerning [REDACTED] [REDACTED]	0.50	115.00	57.50
12 15 2010	JMM	Receipt and review of several messages re case preparation; conference with AJ Yockey; [REDACTED]; research witness availability.	1.50	200.00	300.00
12 15 2010	TAK	Research timelines; review RUS loan contract notice provisions; reviewing documents for [REDACTED] [REDACTED]	3.50	150.00	525.00
12 15 2010	MM	Continued going through [REDACTED] [REDACTED]	7.20	115.00	828.00
12 16 2010	JMM	Conference with [REDACTED] conference with [REDACTED] preparation of outline for [REDACTED]; review accumulated messages on preparation of case.	1.00	200.00	200.00
12 16 2010	MM	Completed going through [REDACTED] [REDACTED]	3.40	115.00	391.00
12 17 2010	JMM	Preparation for and conference call re [REDACTED]	3.00	200.00	600.00

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		conference with Beresford re [REDACTED] and related matters; continue research on [REDACTED] and dictation of memorandum re same.			
12 17 2010	MAF	Review of memorandum from Jim Miller and portion of [REDACTED]	0.10	180.00	18.00
12 17 2010	TAK	Research project re: [REDACTED]	4.30	150.00	645.00
12 17 2010	MM	Phone conference with Tyson Kamuf re: documents with cover pages for BREC. Emailed Tyson Kamuf documents.	0.10	115.00	11.50
12 17 2010	MM	Searched [REDACTED]	1.00	115.00	115.00
12 20 2010	JMM	Review [REDACTED] and work on same for case; research [REDACTED]	0.90	200.00	180.00
12 21 2010	JMM	Conference with [REDACTED] message to Bill Blackburn; letter to [REDACTED]; review various messages from Roger Hickman.	1.90	200.00	380.00
12 22 2010	JMM	Conference call with rate case team; follow up on issues raised; message to Beresford re meeting on case in January.	1.10	200.00	220.00
12 29 2010	JMM	Review various accumulated messages re rate case preparation being performed internally at Big Rivers and results of same; work on application.	5.10	200.00	1,020.00
12 30 2010	JMM	Further work on insert for Blackburn testimony.	0.50	200.00	100.00

**TIMEKEEPER SUMMARY**

JMM	Miller, James	38.50	\$200.00	7,700.00
MAF	Fiorella, Michael	0.10	\$180.00	18.00
MM	Moorhouse, Mary	35.10	\$115.00	4,036.50
TAK	Kamuf, Tyson	23.00	\$150.00	3,450.00
<b>Total fees for this matter</b>				<b>15,204.50</b>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$15,204.50
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	\$15,204.50
<b>TOTAL BALANCE DUE UPON RECEIPT</b>	<b>\$15,204.50</b>

Big Rivers Electric Corp.  
17356 - 105,659

Big Rivers Electric Corp.  
Attn: C. William Blackburn,  
Vice President and Chief Financial Officer  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 105,659  
Our file # 17356 00501  
Billing through 01/31/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$15,204.50
Payments Applied Since Last Invoice	-\$15,204.50
Total current charges	\$16,098.50
<b>BALANCE DUE</b>	<b>\$16,098.50</b>

**FOR PROFESSIONAL SERVICES RENDERED**

01 02 2011	JMM	Research for and drafting of insert for Bill Blackburn testimony; message to Wolfram.	3.70	200.00	740.00
01 03 2011	JMM	Conferences with Lyon re [REDACTED] redrafting of insert for Blackburn testimony; message to [REDACTED] message to Wolfram.	1.40	200.00	280.00
01 03 2011	TAK	Research.	4.40	160.00	704.00
01 04 2011	JMM	Consider [REDACTED] issues raised by David Spainhoward.	0.30	200.00	60.00
01 06 2011	JMM	Conference Berasford and Kamuf, prepare for rate case meeting.	2.30	200.00	460.00
01 06 2011	MAF	E-mails from and to Jim Miller and Bryan Reynolds regarding [REDACTED]	0.30	190.00	57.00
01 06 2011	TAK	Research.	5.10	160.00	816.00
01 07 2011	JMM	Meet in Henderson re rate case preparation.	6.30	200.00	1,260.00
01 07 2011	MAF	Conference with Bryan Reynolds regarding [REDACTED]	0.25	190.00	47.50
01 07 2011	TAK	Rate case meeting; drive to and from Big Rivers for same.	7.30	160.00	1,168.00
01 09 2011	JMM	Review [REDACTED] message to Mark Bailey; review and follow up on issues from Friday meeting.	1.50	200.00	300.00
01 10 2011	TAK	Review correspondence.	0.20	160.00	32.00
01 11 2011	JMM	Work with Bill Blackburn to develop draft of letter to RUS for approval of depreciation rates; numerous revisions to same.	2.40	210.00	504.00

01 12 2011	JMM	Conferences with Roger Hickman and Al Yockey re scheduling of meetings and rate case issues; review latest messages; messages to Beresford; redrafting of letter to RUS.	1.80	210.00	336.00
01 13 2011	JMM	Conference with [REDACTED] re [REDACTED] [REDACTED] [REDACTED]; review and revise letter to RUS re depreciation; conference with Bill Blackburn; conference with Beresford and Wolfram.	2.10	210.00	441.00
01 14 2011	JMM	Review messages and material received; begin preparation for 1/17 meeting.	2.20	210.00	482.00
01 17 2011	JMM	Meet with rate case team at Big Rivers to work on application issues; meet with [REDACTED] others; research; prepare inserts for application.	7.20	210.00	1,512.00
01 17 2011	TAK	Research for rate case.	2.50	160.00	400.00
01 18 2011	JMM	Conferences with Al Yockey and Roger Hickman re resolutions for board meeting; prepare same; work on various aspects of rate case preparation; messages to Mark Hite; preparation of notice of intent and research [REDACTED] prepare transmittal letter to smelters, review draft smelter message reply and comment on same.	5.00	210.00	1,050.00
01 19 2011	TAK	Preparation work for rate case; research for rate case.	3.40	180.00	544.00
01 20 2011	JMM	Review various messages received; prepare for Friday call; review [REDACTED] conference with Beresford.	2.30	210.00	483.00
01 20 2011	TAK	Preparation work for rate case.	1.00	180.00	180.00
01 21 2011	JMM	Conferences with [REDACTED] [REDACTED] and Bill Blackburn.	0.70	210.00	147.00
01 23 2011	JMM	Review [REDACTED] [REDACTED] [REDACTED] issues for use in case; message to Dave Titzer; work on [REDACTED] [REDACTED] and messages to various team member re issue.	0.90	210.00	189.00
01 24 2011	TAK	Project for rate case.	4.60	160.00	736.00
01 25 2011	JMM	Conferences with Al Yockey and Bill Blackburn re [REDACTED] conferences Wolfram; conference with Spen; work on various aspects of application; prepare information for Bill Blackburn.	1.10	210.00	231.00
01 25 2011	TAK	Project for rate case; research for rate case.	2.50	160.00	400.00
01 26 2011	JMM	Preparation for and participate in call with team; conference with Bill Blackburn and Al Yockey re [REDACTED] [REDACTED] drafting of testimony outlines; review and comment on tariff format.	2.30	210.00	483.00
01 26 2011	TAK	Conference call.	1.00	160.00	160.00
01 26 2011	TAK	Review tariff changes.	0.50	160.00	80.00
01 27 2011	JMM	Prepare for and participate in extended call with Spen; research issues connected with his testimony;	1.90	210.00	399.00

		conference Spen; assemble various information for him.			
01 27 2011	TAK	Phone call with Roger Hickman.	0.30	160.00	48.00
01 28 2011	JMM	Conferences with Spen; collect and generate additional information to send him; review latest information from Prime; finalize and transmit notice of intent; conference with Beresford.	3.10	210.00	651.00
01 28 2011	TAK	Review draft pleadings.	0.40	160.00	64.00
01 29 2011	JMM	Conference with Spen.	0.70	210.00	147.00
01 31 2011	JMM	Review incoming messages from Prime; conference with Spen; review Spen engagement agreement; review and consider memorandum re [REDACTED]	2.30	210.00	483.00
01 31 2011	TAK	Conferences with James Miller/Elaine Johnson; review [REDACTED]	0.40	160.00	64.00

**TIMEKEEPER SUMMARY**

JMM	Miller, James	51.30	\$206.98	10,618.00
MAF	Fiorella, Michael	0.55	\$190.00	104.50
TAK	Kamuf, Tyson	33.60	\$160.00	5,378.00
<b>Total fees for this matter</b>				<b>16,098.50</b>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$16,098.50
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	\$16,098.50
<b>TOTAL BALANCE DUE UPON RECEIPT</b>	<b>\$16,098.50</b>

Big Rivers Electric Corp.  
Attn: Mark Hite  
Vice President of Accounting  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 106,152  
Our file # 17356 00501  
Billing through 02/28/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$16,098.50
Payments Applied Since Last Invoice	-\$16,098.50
Total current charges	\$55,150.16
<b>BALANCE DUE</b>	<b>\$55,150.16</b>

**FOR PROFESSIONAL SERVICES RENDERED**

02 01 2011	JMM	Review messages received and conferences with Roger Hickman re rate case preparation issues; follow up on same.	0.70	220.00	154.00
02 02 2011	JMM	Preparation for and participate in rate case team conference call; follow up on certain issues; conference with Beresford; review messages on case work; receipt and forwarding of letter from PSC; conference with Bill Blackburn and AJ Yockey re Spen engagement; conference Spen.	2.70	220.00	594.00
02 02 2011	TAK	Conference call.	0.70	170.00	119.00
02 03 2011	JMM	Review of documents in case preparation; begin preparation for final push to filing date; work on PFM engagement letter and finalize same.	2.10	220.00	462.00
02 03 2011	TAK	Work on rate case.	3.60	170.00	612.00
02 04 2011	JMM	Multiple conference calls with rate case team; conferences with Beresford and Kamuf; conferences with Spen; review information received from Spen.	3.10	220.00	682.00
02 04 2011	TAK	Conference call.	1.50	170.00	255.00
02 07 2011	JMM	Review draft Spen testimony; conference with Beresford; work on application issues.	2.30	220.00	508.00
02 07 2011	TAK	Correspondence; review testimony.	3.60	170.00	612.00
02 08 2011	JMM	Review draft testimony; conferences with Beresford re rate case preparation and related issues; conferences with Spen; review other draft testimony and exhibits, and comment on same.	6.20	220.00	1,364.00
02 08 2011	TAK	Work on testimony; work with Bob Berry on testimony; drive to and from Big Rivers.	4.60	170.00	782.00

02 09 2011	JMM	Conference call re case.	0.50	220.00	110.00
02 09 2011	TAK	Review testimony.	1.40	170.00	238.00
02 10 2011	JMM	Conference with Bill Blackburn and Alan Spen; review status of preparation of Spen testimony; prepare for and conference with Spen and Beresford; revise draft testimonies; conference Spen; make final revisions and circulate same; prepare for meeting.	4.60	220.00	1,012.00
02 11 2011	JMM	Meet with rate case team at Big Rivers to work on application.	4.80	220.00	1,056.00
02 11 2011	TAK	Review testimony; conference call; conference with Mary Moorhouse; work re: research project.	6.60	170.00	1,122.00
02 11 2011	MM	Conference with Tyson Kamuf regarding reviewing [REDACTED]	0.10	125.00	12.50
02 11 2011	MM	Began reviewing Unwind Case for [REDACTED]	0.90	125.00	112.50
02 14 2011	JMM	Review testimony and respond to various questions from Big Rivers personnel.	8.90	220.00	1,958.00
02 14 2011	TAK	Review and work on testimony.	4.30	170.00	731.00
02 15 2011	JMM	Meet with team at Big Rivers to work on rate case.	12.20	220.00	2,684.00
02 15 2011	TAK	Conference call; work on filing requirements; work on testimony.	7.10	170.00	1,207.00
02 15 2011	MM	Phone conference with Jim Miller regarding meeting in Henderson at Big Rivers.	0.10	125.00	12.50
02 15 2011	MM	Meeting in Henderson with Jim Miller regarding 2011 rate case.	3.50	125.00	437.50
02 16 2011	JMM	Rate case application drafting, testimony review and other related tasks.	6.60	220.00	1,452.00
02 16 2011	TAK	Work on filing requirements, testimony, research; correspondence.	6.60	170.00	1,122.00
02 16 2011	MM	Researched [REDACTED]	5.60	125.00	700.00
02 17 2011	JMM	Meet at Big Rivers re rate case preparation tasks.	7.60	220.00	1,672.00
02 17 2011	TAK	Review and work on testimony/tariff; conference call.	6.90	170.00	1,173.00
02 18 2011	JMM	Conference call with portion of team re [REDACTED] issues in rate case; other work on aspects of rate case.	1.80	220.00	396.00
02 18 2011	TAK	Review data requests.	0.40	170.00	68.00
02 19 2011	JMM	Various conferences with Al Yockey; other work on rate case.	0.80	220.00	176.00



02 20 2011	JMM	Work on various aspects of rate case; various conferences with AJ Yockey, Wolfram and Seelye.	6.50	220.00	1,430.00
02 21 2011	JMM	Meet with rate case team at Big Rivers to work on application.	8.60	220.00	1,892.00
02 21 2011	TAK	Conference with Jim Miller; research; work for rate case filing.	3.20	170.00	544.00
02 21 2011	MM	Revised table of contents for 2011 rate case.	1.70	125.00	212.50
02 22 2011	JMM	Meet with rate case team at Big Rivers to work on application.	12.60	220.00	2,772.00
02 22 2011	TAK	Work for rate case filing.	3.50	170.00	595.00
02 22 2011	MM	Phone conference with Tyson Kamuf regarding reviewing table of contents and KAR sections.	0.10	125.00	12.50
02 22 2011	MM	Reviewed table of contents and KAR sections to ensure they match up correctly.	0.30	125.00	37.50
02 23 2011	JMM	Meet with rate case team at Big Rivers to work on application.	11.50	220.00	2,530.00
02 23 2011	TAK	Work on rate case filing; drive to and from Big Rivers.	7.30	170.00	1,241.00
02 24 2011	JMM	Meet with rate case team at Big Rivers to work on application.	11.70	220.00	2,574.00
02 24 2011	TAK	Work on rate case filing; drive to and from Big Rivers.	9.80	170.00	1,668.00
02 25 2011	JMM	Meet with rate case team at Big Rivers to work on application, including conferences with RUS and Burns & McDonnell.	12.20	220.00	2,684.00
02 25 2011	TAK	Work on rate case filing; drive to & from Big Rivers.	12.30	170.00	2,091.00
02 26 2011	JMM	Meet with rate case team at Big Rivers to work on application.	13.70	220.00	3,014.00
02 26 2011	TAK	Work on rate case filing; drive to and from Big Rivers.	8.80	170.00	1,486.00
02 27 2011	JMM	Meet with rate case team at Big Rivers to work on application.	6.00	220.00	1,320.00
02 27 2011	TAK	Work on rate case filing; drive to and from Big Rivers.	11.20	170.00	1,904.00
02 28 2011	JMM	Meet with rate case team at Big Rivers to work on application.	8.60	220.00	1,892.00
02 28 2011	TAK	Work on rate case filing; drive to and from Big Rivers.	9.50	170.00	1,615.00

TIMEKEEPER SUMMARY

JMM	Miller, James	158.30	\$220.00	34,386.00
MM	Moorhouse, Mary	12.30	\$125.00	1,537.50
TAK	Kamuf, Tyson	112.90	\$170.00	19,193.00
<b>Total fees for this matter</b>				<u>55,116.50</u>

OUT OF POCKET EXPENSES

02/25/2011	MIL	Mileage to & from Henderson to meet with James Miller on 2/15/11. (MM)	33.66
<b>Total Disbursements:</b>			<u>\$33.66</u>

BILLING SUMMARY

TOTAL PROFESSIONAL SERVICES	\$55,116.50
TOTAL OUT-OF-POCKET EXPENSES	\$33.66
TOTAL CURRENT CHARGES	<u>\$55,150.16</u>
TOTAL BALANCE DUE UPON RECEIPT	<u>\$55,150.16</u>

Big Rivers Electric Corp.  
17358 - 108,630

Big Rivers Electric Corp.  
Attn: Mark Hite  
Vice President of Accounting  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 108,630  
Our file # 17358 00501  
Billing through 03/31/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$55,150.16
Payments Applied Since Last Invoice	-65,150.16
Total current charges	\$25,101.50
<b>BALANCE DUE</b>	<b>\$25,101.50</b>

**FOR PROFESSIONAL SERVICES RENDERED**

03 01 2011	JMM	Follow up on outstanding issues, data request responses, and legal issues for case; conferences with Al Yockey and others.	5.10	220.00	1,122.00
03 01 2011	TAK	Conference with Jim Miller, correspondence.	0.30	170.00	51.00
03 01 2011	MM	Conference with Jim Miller regarding gathering [REDACTED]	0.10	125.00	12.50
03 01 2011	MM	Began reviewing the [REDACTED] [REDACTED]	0.80	125.00	100.00
03 02 2011	JMM	Revise and transmit letter to give RUS 60-day notice; conferences with Mark Hite; prepare memorandum re [REDACTED]; review and work on data request responses; conference with Moorhouse re research related to certain requests.	1.20	220.00	264.00
03 02 2011	MM	Reviewed [REDACTED] the response and reply to motion to compel regarding data request [REDACTED] [REDACTED]	1.70	125.00	212.50
03 02 2011	MM	Conference with Jim Miller regarding [REDACTED] [REDACTED]	0.20	125.00	25.00
03 02 2011	MM	Began drafting response to data request by PSC	0.40	125.00	50.00

		regarding adjustments contemplated.			
03 03 2011	BR	Conference with Jim Miller and Mike Fiorella regarding [REDACTED] review file.	0.60	190.00	114.00
03 03 2011	JMM	Research for and respond to issues re notification of RUS under Loan Contract Section 5.8; redraft and transmit notice letter; various conferences with Roger Mickman, Mark Hite and Al Yockey re same; continuation of work on data response issues; review all loan documents re [REDACTED]	2.10	220.00	462.00
03 03 2011	MM	Reviewed [REDACTED]	1.60	125.00	200.00
03 03 2011	MM	Began research regarding the [REDACTED]	1.40	125.00	175.00
03 04 2011	TAK	Work re: data request responses.	2.50	170.00	425.00
03 04 2011	MM	Researched [REDACTED]	1.70	125.00	212.50
03 07 2011	JMM	Conferences with Al Yockey and Bill Blackburn; review data requests.	0.70	220.00	154.00
03 07 2011	TAK	Work re: data request responses.	1.60	170.00	272.00
03 07 2011	MM	Finalized research on [REDACTED]; emailed Tyson Kamuf and Jim Miller regarding research results.	1.50	125.00	187.50
03 08 2011	JMM	Prepare for and participate in conference call re data request responses; conferences with Kamuf and Beresford; prepare language for certain responses; review research; message to directors; conferences with Al Yockey.	3.60	220.00	792.00
03 08 2011	TAK	Conference call; research.	7.90	170.00	1,241.00
03 09 2011	JMM	Work on data request responses; research and drafting.	3.30	220.00	726.00
03 09 2011	TAK	Review and work re draft data request responses and correspondence.	0.40	170.00	68.00
03 09 2011	MM	Phone conference with Jim Miller regarding finalizing answer to PSC's data request concerning proposed adjustments.	0.10	125.00	12.50
03 09 2011	MM	Finalized [REDACTED] in	0.40	125.00	50.00
03 10 2011	JMM	Work on data request response research and drafting;	3.30	220.00	726.00

		review draft responses; collect exhibits; consider and discuss KIUC request.			
03 10 2011	TAK	Drafting confidentiality petition; research; review and work re draft data request responses and correspondence.	6.80	170.00	1,156.00
03 11 2011	JMM	Conference re data requests; work on same most of day.	7.30	220.00	1,606.00
03 11 2011	JTM	Conference with Jim Miller and Mark Starnes regarding [REDACTED]	0.30	220.00	66.00
03 11 2011	TAK	Conference call; review and work re draft data request responses; review comments.	4.60	170.00	782.00
03 11 2011	MWS	Conference with Tyson Kamuf re: [REDACTED] [REDACTED] telephone conference with [REDACTED]	1.20	160.00	192.00
03 13 2011	JMM	Review and draft comments on latest draft of data request responses; review all outstanding issues lists.	0.90	220.00	198.00
03 14 2011	JMM	Review draft data request responses; conferences with Roger Hickman, Doug Beresford and Al Yockey; planning for rate case research and other items of preparation.	2.20	220.00	484.00
03 14 2011	TAK	Review and work re data request responses.	2.90	170.00	493.00
03 15 2011	JMM	Work at Big Rivers on data request responses.	8.80	220.00	1,936.00
03 15 2011	TAK	Conference call; review and work re draft data request responses.	3.70	170.00	629.00
03 16 2011	JMM	Conference call to review revised responses.	2.10	220.00	462.00
03 16 2011	TAK	Review and work re draft data request responses; meetings re: same; drive to and from Big Rivers.	7.20	170.00	1,224.00
03 17 2011	JMM	Finalize data request response answers and issues.	6.30	220.00	1,386.00
03 17 2011	TAK	Review procedural order; conference call.	0.20	170.00	34.00
03 18 2011	JMM	Conference with Wolfram; prepare strategy for next rounds.	1.20	220.00	264.00
03 20 2011	JMM	Review various documents re rate case in preparation for next phase.	1.60	220.00	352.00
03 21 2011	JMM	Receipt of request for confidentiality agreement from Kurtz; draft of form of same for rate case; review messages re preparation for next round of data requests.	2.20	220.00	484.00

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03 22 2011	JMM	Conference with Wolfram re next steps; messages to Wolfram, Seelye and Beresford; work on same.	1.70	220.00	374.00
03 23 2011	JMM	Review draft process document and related messages; prepare for call re same; conference with Hopgood and forwarding of confidentiality agreement; respond to messages from Kurtz; review revisions to confidentiality agreement.	1.90	220.00	418.00
03 23 2011	TAK	Review memorandum from John Wolfram.	0.40	170.00	68.00
03 24 2011	JMM	Message to Howard; letter to Howard enclosing confidential information; messages re data request response process, and prepare for call on same; conference with Al Yockey.	0.60	220.00	132.00
03 24 2011	TAK	Correspondence.	0.20	170.00	34.00
03 25 2011	JMM	Prepare for and conference with counsel and consultants re [REDACTED] various messages re confidentiality issues and conference with Hopgood; conference with Mark Bailey; work on research issues in case.	2.30	220.00	508.00
03 25 2011	TAK	Conference call; review revised Wolfram memorandum.	1.50	170.00	255.00
03 28 2011	JMM	Preparation for and participate in conference with counsel and consultants to prepare proposal for handling data requests; review and comment on redrafts.	1.10	220.00	242.00
03 28 2011	TAK	Review revisions to Wolfram memorandum.	0.20	170.00	34.00
03 29 2011	JMM	Conference with regulatory team re logistics planning for data request response process; follow up on instructions received.	1.40	220.00	308.00
03 30 2011	JMM	Receipt and review of AG data requests; work with Moorhouse re preparation of responses; conferences with Kamuf re preparation of objections; various exchanges of messages and conferences with Big Rivers personnel and counsel and production of information; work on logistics issues.	3.30	220.00	726.00
03 30 2011	TAK	Review AG data requests; conference with Jim Miller.	1.00	170.00	170.00
03 30 2011	MM	Conference with Jim Miller regarding [REDACTED]	0.60	125.00	75.00
03 30 2011	MM	[REDACTED] AG's initial data request [REDACTED]	1.90	125.00	237.50
03 31 2011	JMM	Review data requests from AG in preparation for call; conference with Kamuf re research; conference with Moorhouse re data request response preparation; participate in call; review various related messages.	3.70	220.00	814.00
03 31 2011	TAK	Preparing objections for data requests; review materials for same; review tracking file for data request responses.	2.90	170.00	493.00

03 31 2011	MM	Continued to work on templates for data request and organizing by person the data request they are responsible for.	4.80	125.00	600.00
03 31 2011	MM	Conference call with Jim Miller and Big Rivers regarding assigning witnesses to data requests.	1.70	125.00	212.50

**TIMEKEEPER SUMMARY**

BR	Reynolds, Bryan	0.80	\$180.00	114.00
JMM	Miller, James	67.90	\$220.00	14,938.00
JTM	Mountjoy, Jesse	0.30	\$220.00	66.00
MM	Moorhouse, Mary	18.90	\$125.00	2,362.50
MWS	Stames, Mark	1.20	\$160.00	192.00
TAK	Kamuf, Tyson	43.70	\$170.00	7,429.00
Total fees for this matter				<u>25,101.50</u>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$25,101.50
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	<u>\$25,101.50</u>
TOTAL BALANCE DUE UPON RECEIPT	<u><u>\$25,101.50</u></u>

Big Rivers Electric Corp.  
Attn: C. William Blackburn  
Vice President and Chief Financial Officer  
P. O. Box 24  
Henderson, KY 42419-0024

Invoice # 107,125  
Our file # 17356 00501  
Billing through 04/30/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$25,101.50
Payments Applied Since Last Invoice	-\$25,101.50
Total current charges	\$65,053.58
<b>BALANCE DUE</b>	<b>\$65,053.58</b>

**FOR PROFESSIONAL SERVICES RENDERED**

04 01 2011	JMM	Review and respond to various messages re data requests; review data requests from PSC and KIUC; participate in conference call re same; conference with Al Yockey.	6.20	220.00	1,364.00
04 01 2011	TAK	Review data requests.	1.20	170.00	204.00
04 01 2011	MM	Continued to work on data requests templates.	7.70	125.00	962.50
04 01 2011	MM	Conference call with Jim Miller and Big Rivers regarding assigning PSC-2 and KIUC-1 data requests.	2.40	125.00	300.00
04 02 2011	JMM	Review data requests; prepare for and participate in review of critical DRs; work on [REDACTED] conferences with Moorhouse.	8.70	220.00	1,914.00
04 02 2011	MM	Finalized data request templates for AG-1, PSC-2, and KIUC-1.	9.30	125.00	1,162.50
04 03 2011	JMM	Research for data request responses; conference with Al Yockey re assignments; prepare for Monday meetings on data request issues.	4.30	220.00	946.00
04 03 2011	MM	Researched and reviewed the [REDACTED] [REDACTED] [REDACTED] S.	1.00	125.00	125.00
04 04 2011	AWH	Review PSC regs/statutes and begin research on [REDACTED] of [REDACTED]	4.10	190.00	779.00
04 04 2011	JMM	Work at Big Rivers on various aspects of rate case; various meetings and drafting of information for data request responses.	5.20	220.00	1,144.00
04 05 2011	AWH	Continued research on [REDACTED] issues	0.50	190.00	95.00



04 05 2011	JMM	Research for and production of draft language for data request responses.	5.10	220.00	1,122.00
04 06 2011	AWH	Continued research on [REDACTED]	2.00	190.00	380.00
04 06 2011	TAK	Work on data request responses.	1.50	170.00	255.00
04 06 2011	MM	Performed research pertaining to [REDACTED]	0.70	125.00	87.50
04 07 2011	AWH	Continued research and draft objections to data requests	1.80	190.00	342.00
04 07 2011	JMM	Review messages; review AG objection to petition for confidential treatment; conference Moorhouse; work in Henderson on data request responses.	5.90	220.00	1,298.00
04 07 2011	TAK	Research; correspondence; phone call; work on data request responses.	0.80	170.00	136.00
04 07 2011	MM	Performed research pertaining to [REDACTED] Conference with Jim Miller regarding research results and drafting response to AG's objection to confidential treatment; Drafted reply to AG's response to objection for confidential treatment; Made last minute changes to templates for AG, KIUC, PSC data requests.	6.30	125.00	787.50
04 08 2011	AWH	Continued research and review and revise Memo on [REDACTED]	3.30	190.00	627.00
04 08 2011	JMM	Work on data request responses in Henderson; finalize and serve reply to AG response.	12.10	220.00	2,662.00
04 08 2011	TAK	Work on data request responses.	2.10	170.00	357.00
04 08 2011	MM	Responded to Jim Miller's email regarding [REDACTED] Follow up research on [REDACTED]; Emailed Jim Miller copies of case citations from petition for confidential protection; [REDACTED] and emailed to Jim Miller; Phone conference with Jim Miller regarding locating who Kenergy and Jackson Purchase indicated as its person to receive service; Located individuals to be served for Kenergy and Jackson Purchase and emailed the names and addresses to Paula Mitchell at Big Rivers; Phone conference with Jim Miller regarding assisting with data requests in Henderson.	1.80	125.00	225.00
04 09 2011	JMM	Work on data request responses in Henderson.	12.10	220.00	2,662.00
04 09 2011	TAK	Work on data request responses.	2.30	170.00	391.00
04 09 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	10.00	125.00	1,250.00

04 10 2011	JMM	Work on data request responses in Henderson.	7.70	220.00	1,694.00
04 10 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	8.25	125.00	1,031.25
04 11 2011	AWH	Continued research on various discovery issues relating to data requests	0.70	190.00	133.00
04 11 2011	JMM	Work on data request responses in Henderson.	11.30	220.00	2,486.00
04 11 2011	TAK	Work on data request responses; drive to and from Big Rivers.	10.50	170.00	1,785.00
04 11 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	12.00	125.00	1,500.00
04 12 2011	AWH	Research on various PSC Orders and statutes regarding [REDACTED]	1.10	190.00	209.00
04 12 2011	JMM	Work on data request responses in Henderson.	11.10	220.00	2,442.00
04 12 2011	TAK	Work on data request responses; drive to and from Big Rivers.	10.70	170.00	1,819.00
04 12 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	9.00	125.00	1,125.00
04 13 2011	AWH	Continued research on [REDACTED]	1.30	190.00	247.00
04 13 2011	JMM	Work on data request responses in Henderson.	16.30	220.00	3,586.00
04 13 2011	TAK	Work on data request responses; drive to and from Big Rivers.	14.60	170.00	2,482.00
04 13 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	18.00	125.00	2,250.00
04 14 2011	JMM	Work at Big Rivers on data request responses and attachments.	14.20	220.00	3,124.00
04 14 2011	TAK	Work on data request responses; drive to and from Big Rivers.	17.70	170.00	3,009.00
04 14 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	18.50	125.00	2,312.50
04 15 2011	JMM	Conferences re and other work on finalization of data request responses and work on related issues.	0.90	220.00	198.00
04 15 2011	TAK	Work on data request responses; drive to and from Big Rivers.	5.00	170.00	850.00
04 15 2011	MM	Assisted Big Rivers' staff in preparing to file data request responses to PSC, AG and KIUC.	4.00	125.00	500.00
04 18 2011	JMM	Conferences with John Wolfram re availability upcoming and other process issues; conference with Al Yockey re same; prepare for next round of data requests.	1.50	220.00	330.00
04 18 2011	MM	Conference with Jim Miller regarding availability for	0.30	125.00	37.50



04 26 2011	JMM	Review draft updates to data requests and work on same; conference Larry Cook; message to Big Rivers team; conference Al Yockey.	1.20	220.00	264.00
04 26 2011	TAK	Review comments; correspondence.	0.40	170.00	68.00
04 27 2011	JMM	Messages with Wolfram on variety of process issues.	0.20	220.00	44.00
04 27 2011	TAK	Review documents; correspondence.	0.50	170.00	85.00
04 27 2011	MM	Retrieved laptop with AG electronic responses and emailed John Wolfram the electronic response to AG 1-65; Reviewed instructions for formatting attachments in excel spreadsheet sent by Roger Hickman.	1.30	125.00	162.50
04 28 2011	JMM	Conference with Al Yockey, Bill Blackburn and Mark Hite; conference with Moorhouse; redraft supplemental response language; messages to Larry Cook; review new data requests; conference call with team re same; prepare memorandum and data request tables for transmittal.	4.30	220.00	946.00
04 28 2011	TAK	Review supplemental data request responses; conference call; review data requests.	3.20	170.00	544.00
04 28 2011	MM	Conference with Jim Miller regarding getting the attachments ready to be sent along with supplemented answers to AG's first information request; Prepared documentation for Big Rivers First Supplemental Responses to AG's first request for information; Conference call with Big Rivers regarding assignment of 2nd data requests received.	4.80	125.00	600.00
04 29 2011	JMM	Review information received from Mark Bailey; participate in call re same; participate in conference call to review data requests; review data requests.	4.10	220.00	902.00
04 29 2011	TAK	Review documents from Jim Miller and Mary Moorhouse; conference call; review templates.	2.10	170.00	357.00
04 29 2011	MM	Created templates for PSC 3 and KIUC 2 data requests; phone conference with Big Rivers and attorneys regarding data requests assignments; Worked Mark Hite's templates by inserting answers and preparing attachments.	8.40	125.00	1,050.00

TIMEKEEPER SUMMARY

AWH	Holbrook, Allen	14.80	\$190.00	2,812.00
JMM	Miller, James	148.60	\$220.00	32,692.00
MM	Moorhouse, Mary	131.95	\$125.00	16,493.75
TAK	Kamuf, Tyson	76.70	\$170.00	13,039.00
<b>Total fees for this matter</b>				<u>65,036.75</u>

OUT OF POCKET EXPENSES

04|28|2011 MIL Mileage to Henderson on 4/12/11. (MM) 16.83

**Total Disbursements:** \$16.83

BILLING SUMMARY

TOTAL PROFESSIONAL SERVICES	\$65,036.75
TOTAL OUT-OF-POCKET EXPENSES	\$16.83
TOTAL CURRENT CHARGES	\$65,053.58
<b>TOTAL BALANCE DUE UPON RECEIPT</b>	<u><u>\$65,053.58</u></u>

Big Rivers Electric Corp.  
Attn: Mark Hite  
Vice President of Accounting  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 107,649  
Our file # 17358 00501  
Billing through 05/31/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$65,053.58
Payments Applied Since Last Invoice	-\$65,053.58
Total current charges	\$28,809.00
<b>BALANCE DUE</b>	<b>\$28,809.00</b>

**FOR PROFESSIONAL SERVICES RENDERED**

05 02 2011	JMM	Review and comment on draft data request responses; research for same.	1.20	220.00	264.00
05 02 2011	TAK	Work on data request responses.	1.90	170.00	323.00
05 02 2011	MM	Prepared Mark Hite's responses for data requests.	0.50	125.00	62.50
05 03 2011	JMM	Travel to Henderson and work on data request responses most of day.	7.70	220.00	1,694.00
05 03 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	9.10	170.00	1,547.00
05 03 2011	MM	Worked with Big Rivers rate case team to prepare data requests; drove to and from Henderson.	6.00	125.00	750.00
05 04 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	10.10	170.00	1,717.00
05 04 2011	MM	Worked with Big Rivers rate case team to prepare data requests; drove to and from Henderson.	12.30	125.00	1,537.50
06 05 2011	JMM	Travel to Henderson and work on data request responses.	3.50	220.00	770.00
05 05 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	11.10	170.00	1,887.00
05 05 2011	MM	Worked with Big Rivers rate case team to prepare data requests; drove to and from Henderson.	10.70	125.00	1,337.50
05 06 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	9.50	170.00	1,615.00
05 06 2011	MM	Worked with Big Rivers rate case team to prepare data requests; drove to and from Henderson; drove to and from Henderson.	9.50	125.00	1,187.50

06 09 2011	JMM	Work on data request responses and related issues.	5.90	220.00	1,298.00
05 09 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	10.80	170.00	1,836.00
05 09 2011	JMM	Worked with Big Rivers rate case team to prepare data requests; drove to and from Henderson.	7.00	125.00	875.00
05 10 2011	JMM	Conference with Al Yockey re [REDACTED]	0.40	220.00	88.00
05 10 2011	TAK	Work on data request responses; drive to and from Big Rivers for same.	5.40	170.00	918.00
05 11 2011	JMM	Review and respond to questions re data request responses.	0.30	220.00	66.00
05 18 2011	JMM	Conference with Al Yockey re preparation of status report on rate case for board meeting and other purposes.	0.30	220.00	66.00
05 22 2011	JMM	Review Kurtz request and forward to Bill Blackburn and others.	0.40	220.00	88.00
05 23 2011	JMM	Conferences with Bill Blackburn, Mark Hite and Seelye; conference with Al Yockey, John Talbert and Roger Hickman; messages to Kurtz and other time spent responding to his request for limited confidentiality waiver; conference with Beresford and Downey.	3.30	220.00	726.00
05 25 2011	JMM	Begin review of KIUC testimony.	2.10	220.00	462.00
05 25 2011	TAK	Review KIUC testimony.	2.50	170.00	425.00
05 26 2011	JMM	Conference with Wolfram; review and analyze KIUC testimony; conference with Roger Hickman.	6.70	220.00	1,474.00
05 26 2011	TAK	Review KIUC testimony.	2.30	170.00	391.00
05 27 2011	JMM	Continue review and analysis of KIUC testimony and preparation of data requests to KIUC; participate in conference call with team to review KIUC testimony and strategies for responding to same.	7.80	220.00	1,716.00
05 27 2011	TAK	Conference call; review issue list and other documents and correspondence; research.	4.60	170.00	782.00
05 30 2011	JMM	Conference with Al Yockey and Bill Blackburn; research for data requests and rebuttal.	2.60	220.00	572.00
05 31 2011	JMM	Review accumulated notes and other material to work on strategies for data requests, rebuttal and cross examination; conferences with Bill Blackburn; draft RUS message; conference with Beresford; conference with Kamuf re research projects.	6.90	220.00	1,518.00
05 31 2011	TAK	Prepare letter; research.	4.80	170.00	816.00

TIMEKEEPER SUMMARY

JMM	Miller, James	49.10	\$220.00	10,802.00
MM	Moorhouse, Mary	46.00	\$125.00	5,750.00
TAK	Kamuf, Tyson	72.10	\$170.00	12,257.00
Total fees for this matter				<u>28,809.00</u>

BILLING SUMMARY

TOTAL PROFESSIONAL SERVICES	\$28,809.00
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	<u>\$28,809.00</u>
TOTAL BALANCE DUE UPON RECEIPT	<u><u>\$28,809.00</u></u>



Big Rivers Electric Corp.  
17356 - 108,096

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Big Rivers Electric Corp.  
Attn: Mark Hite  
Vice President of Accounting  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 108,096  
Our file # 17356 00501  
Billing through 06/30/2011

**Rate Cases**

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$28,809.00
Payments Applied Since Last Invoice	-\$28,809.00
Total current charges	\$61,503.00
<b>BALANCE DUE</b>	<b>\$61,503.00</b>

**FOR PROFESSIONAL SERVICES RENDERED**

06 01 2011	JMM	Travel to Big Rivers and conference call with RUS; work on rebuttal and data request issues, including review of various proposals for data requests.	4.80	220.00	1,056.00
06 01 2011	TAK	Research.	5.40	170.00	918.00
06 02 2011	JMM	Drafting and compiling of data requests and potential rebuttal; conferences with Spen, Beresford and Roger Hickman; review legal memoranda on issues in case; work on [REDACTED] receipt, review and analysis of various messages.	4.60	220.00	1,012.00
06 02 2011	TAK	Research; review update to data request response and revisions to same; prepare and revise petition for confidential treatment; review potential data requests.	7.50	170.00	1,275.00
06 03 2011	JMM	Conference call with team re data requests and rebuttal preparation; extended conferences with Mark Hite over DR and rebuttal issues; drafting of DRs and rebuttal points.	5.60	220.00	1,232.00
06 03 2011	TAK	Review and revise proposed data requests; conference call; phone calls with Bill Blackburn; phone call with Roger Hickman; work re: data requests and rebuttal testimony; research.	8.30	170.00	1,411.00
06 04 2011	JMM	Review, drafting and research for data requests and rebuttal.	2.00	220.00	440.00
06 04 2011	TAK	Work on data requests.	1.30	170.00	221.00
06 05 2011	JMM	Review, drafting and research for data requests and rebuttal.	5.80	220.00	1,276.00
06 06 2011	JMM	Conference with Gaines; conference with Jeff Walker and Bill Blackburn; finalize compilation of all data requests and transmit same to team; continue work on	4.20	220.00	924.00

		rebuttal testimony.			
06 06 2011	TAK	Research; work re: data requests and rebuttal testimony.	7.10	170.00	1,207.00
06 07 2011	JMM	Prepare for and participate in conference call to review data request drafts.	4.70	220.00	1,034.00
06 07 2011	TAK	Research; work re: data requests and rebuttal testimony; conference call.	8.40	170.00	1,428.00
06 08 2011	JMM	Work most of day on data request drafting and revision; conference call to review final draft of data requests and discuss rebuttal; research and message to Kurtz re disclosure of confidential information.	6.70	220.00	1,474.00
06 08 2011	TAK	Research; work re: data requests and rebuttal testimony; conference call.	6.20	170.00	1,054.00
06 09 2011	TAK	Research; review PSC data request to KIUC.	6.40	170.00	1,088.00
06 10 2011	JMM	Conference with Beresford; review commission data requests; work on rebuttal; conference with John Wolfram; conference with David Brown; conference with Mark Bailey.	4.20	220.00	924.00
06 10 2011	TAK	Research.	6.90	170.00	1,173.00
06 11 2011	JMM	Work on rebuttal notes consolidation.	0.60	220.00	132.00
06 12 2011	JMM	Work on rebuttal testimony.	3.60	220.00	792.00
06 13 2011	JMM	Review and respond to various messages with information for rebuttal testimony.	0.70	220.00	154.00
06 13 2011	TAK	Research; review document re: rebuttal testimony.	7.50	170.00	1,275.00
06 14 2011	JMM	Review and respond to various messages; time spent reviewing, revising and drafting of rebuttal.	3.90	220.00	858.00
06 14 2011	TAK	Research.	6.40	170.00	1,088.00
06 15 2011	JMM	Conference with Raff re procedural issue; messages to team re scheduling; work on rebuttal issues; conference with Wolfram; conference with Beresford.	4.70	220.00	1,034.00
06 15 2011	TAK	Research.	5.80	170.00	986.00
06 16 2011	JMM	Work with Wolfram and others re compilation of rebuttal outline and witness assignments; review messages from Mark Bailey and others re case-related matters.	1.40	220.00	308.00
06 16 2011	TAK	Research.	7.70	170.00	1,309.00
06 17 2011	JMM	Conference call with legal team to work on schedule to hearing.	1.50	220.00	330.00
06 17 2011	TAK	Research; conference call; review correspondence in documents re: rebuttal testimony.	7.40	170.00	1,258.00
06 19 2011	JMM	Reviewing of rebuttal notes and drafting of same;	3.60	220.00	792.00

		preparation for upcoming events and messages to team members re same.			
06 20 2011	JMM	Work on rebuttal research and drafting.	6.60	220.00	1,452.00
06 20 2011	TAK	Research.	6.90	170.00	1,173.00
06 21 2011	JMM	Review Kamuf [REDACTED] memorandum; prepare and send Wolfram rebuttal notes; conferences re scheduling of work; message to Berry; conference with Wolfram; work on rebuttal and case review.	4.90	220.00	1,078.00
06 21 2011	TAK	Work on updating data request responses; work re: rebuttal testimony; research.	8.10	170.00	1,377.00
06 22 2011	JMM	Conference with Gaines; conferences with Seelye and Beresford; review research; respond to various messages re PSC 4.	2.60	220.00	572.00
06 22 2011	TAK	Research; work re: supplemental data requests; drive to and from Big Rivers.	7.60	170.00	1,292.00
06 23 2011	JMM	Work at Big Rivers on rate case rebuttal preparation.	11.00	220.00	2,420.00
06 23 2011	TAK	Work on supplemental data requests; research; review and revise supplemental direct testimony; work on rebuttal testimony; work on data request responses.	7.40	170.00	1,258.00
06 24 2011	JMM	Work on rebuttal at Big Rivers.	9.60	220.00	2,112.00
06 24 2011	TAK	Work on data request responses; rebuttal testimony; research.	6.70	170.00	1,139.00
06 25 2011	JMM	Drafting of rebuttal.	6.60	220.00	1,452.00
06 26 2011	JMM	Review drafts of rebuttal and working on same; conferences with Beresford and Wolfram.	7.70	220.00	1,694.00
06 27 2011	JMM	Review, research for and drafting of rebuttal testimony; conference Kurtz; meeting with various team members in Henderson.	9.40	220.00	2,068.00
06 27 2011	TAK	Work re: testimony, data request responses and updates.	7.80	170.00	1,326.00
06 28 2011	JMM	Work with team at Big Rivers on rebuttal and case preparation; conference with Kurtz, Boehm and Brown.	11.90	220.00	2,618.00
06 28 2011	TAK	Review and revise rebuttal testimony; work re: preparing notice of hearing and publication of same; research.	7.40	170.00	1,258.00
06 29 2011	JMM	All-hands meeting at Big Rivers; drafting of revisions to rebuttal.	14.40	220.00	3,168.00
06 29 2011	TAK	Conference call; work on motion to compel; phone calls with Richard Raff; draft motion to compel; research; review testimony.	5.30	170.00	901.00
06 30 2011	JMM	Work on rebuttal at Big Rivers.	10.40	220.00	2,288.00
06 30 2011	TAK	Work re: data request response; drafting petition for	8.20	170.00	1,394.00

confidential treatment; dictate letter; review testimony;  
research.

**TIMEKEEPER SUMMARY**

JMM	Miller, James	157.70	\$220.00	34,694.00
TAK	Kamuf, Tyson	157.70	\$170.00	26,809.00
<b>Total fees for this matter</b>				<u>61,503.00</u>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$61,503.00
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	<u>\$61,503.00</u>
TOTAL BALANCE DUE UPON RECEIPT	<u><u>\$61,503.00</u></u>

*Yockey*

*Albert Yockey*  
7/6/2011

*BR #0019*  
*0314*  
*9 28225-0008*  
*0019*

Big Rivers Electric Corp.  
17356 - 108,531

Page 15

Big Rivers Electric Corp.  
Attn: Mark Hite  
Vice President of Accounting  
P. O. Box 24  
Henderson, KY 42419-002

Invoice # 108,531  
Our file # 17356 00501  
Billing through 07/31/2011

**Rate Cases**

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$61,503.00
Payments Applied Since Last Invoice	-\$61,503.00
Total current charges	\$73,350.00
<b>BALANCE DUE</b>	<b>\$73,350.00</b>

**FOR PROFESSIONAL SERVICES RENDERED**

07 01 2011	JMM	Morning spent at Big Rivers on rebuttal testimony and logistics for filing; continuation of work on same; conference Beresford re Spen; other preparation for upcoming events.	7.90	220.00	1,738.00
07 01 2011	TAK	Review revised drafts of testimony; research.	7.70	170.00	1,309.00
07 03 2011	JMM	Revise rebuttal testimony; various conferences with Al Yockey and Bill Blackburn.	7.10	220.00	1,562.00
07 04 2011	JMM	Review and revise rebuttal testimony to include comments; conference with Seelye; conferences with Spen; conference with Beresford.	4.50	220.00	990.00
07 05 2011	JMM	Meet at Big Rivers and participate in final revisions to rebuttal testimony and exhibits; conference with Kurtz, and then others at Big Rivers.	8.10	220.00	1,782.00
07 05 2011	TAK	review revisions to rebuttal testimony; conference call; research; work re: rebuttal testimony	6.30	170.00	1,071.00
07 06 2011	JMM	Conference with Al Yockey re status of filing; conference with Kurtz; arrange for Monday meeting; conference regarding preparation for Monday meeting; conferences with Bill Blackburn, Mark Hite and Ted Kelly; review Boehm memorandum on motion to compel issues.	6.80	220.00	1,518.00
07 06 2011	TAK	conference with Jim Miller; research; work re: hearing preparation; review KIUC memorandum	5.10	170.00	867.00
07 07 2011	JMM	Review Kelly message; work on witness prep notes and arrangements; conferences with Bill Blackburn and David Crockett; preparations for hearing.	4.70	220.00	1,034.00
07 07 2011	TAK	Research; work re: hearing preparation; work re: data	7.70	170.00	1,309.00

Date	Initials	Description	Hours	Rate	Amount
		request updates.			
07/08/2011	JMM	Receipt and respond to various messages throughout day re witness preparation sessions, hearing logistics, meeting with KIUC, preparation for cross and motion to compel.	2.10	220.00	462.00
07/08/2011	TAK	Research; hearing preparation.	6.80	170.00	1,156.00
07/10/2011	JMM	Prepare [REDACTED], and other preparation for hearing; prepare for meeting in Louisville; revise motion to compel.	7.80	220.00	1,716.00
07/11/2011	JMM	Travel to Louisville and meet with KIUC re potential settlement; drive to Henderson; meet with team to prepare for witness prep sessions.	11.10	220.00	2,442.00
07/11/2011	TAK	Preparation for hearing; work re: motion to compel and response to Kenergy's motion to file testimony.	7.40	170.00	1,258.00
07/12/2011	JMM	Witness preparation in Henderson.	10.50	220.00	2,310.00
07/12/2011	TAK	Hearing preparation; drive to and from Big Rivers.	8.70	170.00	1,479.00
07/13/2011	JMM	Witness preparation in Henderson; meet with KIUC.	11.40	220.00	2,508.00
07/13/2011	TAK	Hearing preparation; drive to and from Big Rivers.	10.30	170.00	1,751.00
07/14/2011	JMM	Witness preparation; hearing preparation; follow up with messages to team re final hearing preparations; review KIUC filings and deal with confidentiality issues.	8.50	220.00	1,870.00
07/14/2011	TAK	Hearing preparation; work on trial; research; work re: updating data requests; drive to and from Big Rivers.	8.40	170.00	1,428.00
07/15/2011	JMM	Conferences with Wolfram, and Beresford; respond to Raff and Kurtz messages; deal with confidentiality issues.	2.10	220.00	462.00
07/15/2011	TAK	Hearing preparation; work on brief; research.	7.10	170.00	1,207.00
07/16/2011	JMM	Review and respond to Seelye memorandum; other work on cross preparation.	1.10	220.00	242.00
07/17/2011	JMM	Preparation for cross and hearing; exchanges of messages with Seelye.	2.00	220.00	440.00
07/18/2011	JMM	Hearing and cross research and preparation.	7.10	220.00	1,562.00
07/18/2011	TAK	Hearing preparation; work on brief.	8.50	170.00	1,445.00
07/18/2011	MM	Conference with Jim Miller regarding reviewing [REDACTED] [REDACTED] [REDACTED] began locating two cases to review.	0.80	125.00	100.00
07/18/2011	MM	Conference with Jim Miller regarding [REDACTED] [REDACTED]	1.50	125.00	187.50
07/19/2011	JMM	Conference call with legal and consulting team on cross and hearing strategies; hearing and cross	8.10	220.00	1,782.00

		research and preparation.			
07/19/2011	TAK	Work on brief; conference call; work re: data request update; hearing preparation.	7.90	170.00	1,343.00
07/19/2011	MM	Conference with Elaine Johnson regarding two past cases relating to [REDACTED]	0.50	125.00	62.50
07/19/2011	MM	Reviewed transcript for any testimony of Paul Coomes.	0.20	125.00	25.00
07/20/2011	JMM	Conference with Dennis Howard; hearing and cross research and preparation.	7.70	220.00	1,694.00
07/20/2011	TAK	Work on brief; filing proof of publication; update to data request response; reply re: motion to compel; hearing preparation.	7.80	170.00	1,326.00
07/20/2011	MM	Conference with Jim Miller regarding reviewing correct table of contents to ensure pages match up correctly with testimony; Reviewed table of contents and testimony.	0.50	125.00	62.50
07/21/2011	JMM	Hearing and cross research and preparation; review KIUC surrebuttal; conference call with Mark Hite, Bill Blackburn and Dennis Howard, and others.	7.90	220.00	1,738.00
07/21/2011	TAK	Work on brief; conference call; work on reply re: motion to compel; hearing preparation; work with AJ Yockey on witness preparation; drive to and from Big Rivers.	7.50	170.00	1,275.00
07/22/2011	JMM	Hearing and cross research and preparation; conferences with AJ Yockey and John Wolfram.	1.70	220.00	374.00
07/22/2011	TAK	Work on brief; hearing preparation.	8.20	170.00	1,394.00
07/23/2011	JMM	Prepare for hearing; conferences with Bill Blackburn and Tyson Kamuf.	8.10	220.00	1,782.00
07/23/2011	TAK	Work on brief; hearing preparation.	4.20	170.00	714.00
07/24/2011	JMM	Prepare for hearing; travel to Frankfort; meet with Beresford.	7.90	220.00	1,738.00
07/24/2011	TAK	Hearing preparation.	3.30	170.00	561.00
07/25/2011	JMM	Prepare for hearing; meet with witnesses; work with team on preparation of cross.	10.40	220.00	2,288.00
07/25/2011	TAK	Hearing preparation; drive to Frankfort.	7.30	170.00	1,241.00
07/26/2011	JMM	Final preparation for and attendance at first day of hearings; preparation for second day of hearings.	12.10	220.00	2,662.00
07/26/2011	TAK	Attend hearing; discussions re same; preparation for hearing day 2; work on brief.	12.80	170.00	2,176.00
07/27/2011	JMM	Final preparation for and attendance at second day of hearings; preparation for third day of hearings.	12.40	220.00	2,728.00
07/27/2011	MAF	Research regarding [REDACTED] [REDACTED] [REDACTED] [REDACTED] e-mail to Jim Miller regarding same	0.50	190.00	95.00

07 27 2011	TAK	Attend hearing; conference re same; hearing preparation; work on brief.	12.70	170.00	2,159.00
07 28 2011	JMM	Final preparation for and attendance at third day of hearings; travel to Owensboro.	11.30	220.00	2,486.00
07 28 2011	TAK	Attend hearing; drive from Frankfort to Owensboro; work on brief.	11.80	170.00	2,006.00
07 29 2011	JMM	Various post-mortem conferences with Seelye and others on hearing and briefing; work on briefing issues.	6.30	220.00	1,386.00
07 29 2011	TAK	Work re: brief/data request responses.	5.20	170.00	884.00
07 29 2011	MM	Phone conference with Jim Miller regarding reviewing data request responses for document Big Rivers produced.	1.30	125.00	162.50

**TIMEKEEPER SUMMARY**

JMM	Miller, James	196.80	\$220.00	43,296.00
MAF	Fioralla, Michael	0.50	\$190.00	95.00
MM	Moorhouse, Mary	4.80	\$125.00	600.00
TAK	Kamuf, Tyson	172.70	\$170.00	29,359.00
<b>Total fees for this matter</b>				<b>73,350.00</b>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$73,350.00
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	\$73,350.00
<b>TOTAL BALANCE DUE UPON RECEIPT</b>	<b>\$73,350.00</b>

BRA0019  
928 225-0000  
0314  
0019

*Al Zepher*  
8/11/2011



Sullivan, Hornsby, Steinback & Miller, P.S.C.  
 100 St. Ann Street  
 P.O. Box 727  
 Owensboro, KY 42303-0727  
 Tax ID# 61-673690

August 16, 2011

Big Rivers Electric Corp.  
 Attn: C. William Blackburn  
 Vice President and Chief Financial Officer  
 P. O. Box 24  
 Henderson, KY 42419-0024

Invoice # 109,897  
 Our file # 17358 00501  
 Billing through 08/15/2011

Rate Cases

**BALANCE SUMMARY**

Balance Forward As Of Last Invoice	\$73,350.00
Payments Applied Since Last Invoice	-80.00
Total current charges	\$28,601.00
<b>BALANCE DUE</b>	<b>\$102,951.00</b>

**FOR PROFESSIONAL SERVICES RENDERED**

08/01/2011	JMM	Research for brief, conferences with Bill Blackburn; conferences with Kurtz and Bill Blackburn; conference with Bill Blackburn, Al Yockey, Seelye and Wofford; work on brief; prepare filing of updated data request response.	4.80	220.00	1,058.00
08/01/2011	TAK	Work on brief/data request responses.	7.00	170.00	1,180.00
08/02/2011	JMM	Review and revise hearing data request responses; conference with Bessford re same and brief; conference with Roger Hickman.	2.00	220.00	440.00
08/02/2011	TAK	Work on brief/data request responses.	7.50	170.00	1,275.00
08/03/2011	JMM	Work on brief and hearing data requests; conference call re hearing data requests; various conferences re redrafting of language in hearing data requests; review KIUC response to hearing data requests.	4.50	220.00	880.00
08/03/2011	TAK	Work on brief/data request responses; conference call.	8.70	170.00	1,478.00
08/04/2011	JMM	Review video transcripts of Strong and portions of others.	1.80	220.00	362.00
08/04/2011	TAK	Work on brief.	13.60	170.00	2,312.00
08/05/2011	JMM	Work on brief; conference with legal and consulting team; review video transcripts of Payne and Leblanc.	10.30	220.00	2,268.00
08/05/2011	TAK	Work on brief; conference call.	8.20	170.00	1,384.00
08/08/2011	JMM	Work on brief drafting and research.	8.90	220.00	1,958.00

08 08 2011	TAK	Work on brief.	7.80	170.00	1,343.00
08 07 2011	JMM	Work on drafting and revising brief; conference call with legal and consulting team; conferences with Bill Blackburn.	8.70	220.00	1,814.00
08 07 2011	TAK	Work on brief; conference call.	9.80	170.00	1,658.00
08 08 2011	JMM	Work on brief; meeting at Big Rivers re same; redrafting of sections of brief.	11.80	220.00	2,618.00
08 08 2011	TAK	Work on brief; conference call.	10.60	170.00	1,838.00
08 08 2011	JMM	Review additional comments on brief; finalize brief language; address logistics issues.	7.70	220.00	1,894.00
08 08 2011	TAK	Work on brief.	7.10	170.00	1,207.00
08 10 2011	JMM	Continue effort to finalize brief; conferences with Roger Hickman; conferences with Roger Hickman and Al Yockey re updating data requests.	4.10	220.00	902.00
08 10 2011	TAK	Finalizing brief; correspondence re: data request updates.	0.80	170.00	153.00
08 11 2011	JMM	Review Kenergy brief, transcript log and brief; conferences with Bill Blackburn and Al Yockey; conference with Roger Hickman re filing and data request updates; review AG brief; messages with Wolfram re briefs; respond to various messages re supplemental updates and review drafts of same.	1.80	220.00	418.00
08 11 2011	TAK	Work on data request updates; review Kenergy's brief; review AG's brief.	2.30	170.00	381.00
08 12 2011	JMM	Review and comment on KIUC brief; conferences re supplemental updates; conference with Al Yockey and Bill Blackburn re briefs; forward copies of briefs to board.	2.70	220.00	594.00
08 12 2011	TAK	Review KIUC brief and JPEC brief.	0.90	170.00	153.00

**TIMEKEEPER SUMMARY**

JMM	Miller, James	69.10	\$220.00	15,202.00
TAK	Karnuf, Tyson	84.70	\$170.00	14,399.00
Total fees for this matter				<u>29,601.00</u>

**BILLING SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$29,601.00
TOTAL OUT-OF-POCKET EXPENSES	\$0.00
TOTAL CURRENT CHARGES	\$29,601.00
NET BALANCE FORWARD	\$73,350.00
<b>TOTAL BALANCE DUE UPON RECEIPT</b>	<b><u>\$102,951.00</u></b>

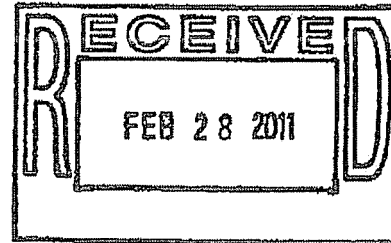
CONSOLIDATED BILLING SUMMARY

Miller, James	89.10	229.00	\$15,202.00
Kamuf, Tyson	84.70	170.00	\$14,389.00
TOTAL PROFESSIONAL SERVICES		\$28,601.00	
TOTAL OUT-OF-POCKET EXPENSES		\$0.00	
TOTAL CURRENT CHARGES		<u>\$28,601.00</u>	
NET BALANCE FORWARD		\$73,850.00	
TOTAL BALANCE DUE UPON RECEIPT		<u><u>\$102,951.00</u></u>	

Hogan  
Lovells

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Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
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F +1 202 637 5910  
www.hoganlovells.com

February 24, 2011



Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for January.

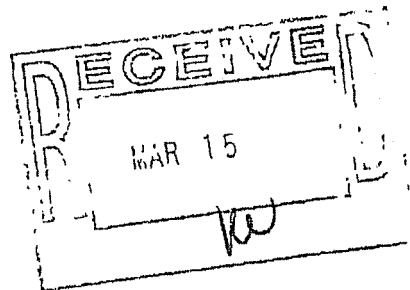
If you have any questions or need additional information, please call me.

Sincerely,

A handwritten signature in cursive script that reads "Douglas L. Beresford".

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819



Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. Hogan Lovells refers to the International legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP, Hogan Lovells Worldwide Group (a Swiss Verein), and their affiliated businesses with offices in: Abu Dhabi, Alicante, Amsterdam, Baltimore, Beijing, Berlin, Boulder, Brussels, Caracas, Chicago, Colorado Springs, Denver, Dubai, Düsseldorf, Frankfurt, Hamburg, Hanoi, Ho Chi Minh City, Hong Kong, Houston, London, Los Angeles, Madrid, Miami, Milan, Moscow, Munich, New York, Northern Virginia, Paris, Philadelphia, Prague, Rome, San Francisco, Shanghai, Silicon Valley, Singapore, Tokyo, Warsaw, Washington DC. Associated offices: Budapest, Jeddah, Riyadh, Zagreb.

WDC - 062571/000202 - 3083068 v11

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
01/03/11	D. Beresford	6.80	740.00	5,032.00	Review draft rate case materials and analysis regarding same; correspondence and telephone conference with J. Miller regarding same
01/06/11	D. Beresford	6.50	740.00	4,810.00	Review documents and prepare for rate case meeting; correspondence regarding same
01/06/11	D. Beresford	5.00	740.00	3,700.00	Travel to Henderson
01/07/11	D. Beresford	7.50	740.00	5,550.00	Prepare for and meeting in Henderson regarding 2011 rate case
01/07/11	D. Beresford	5.00	740.00	3,700.00	Travel to DC
01/10/11	D. Beresford	2.60	740.00	1,924.00	Analysis of rate case issues; correspondence regarding [REDACTED]
01/11/11	D. Beresford	2.40	740.00	1,776.00	Review and analysis of correspondence regarding rate case issues
01/12/11	D. Beresford	2.20	740.00	1,628.00	Telephone conference with J. Miller regarding [REDACTED]
01/13/11	D. Beresford	2.90	740.00	2,146.00	Review and analysis of cost of service study; correspondence and telephone conferences regarding same
01/20/11	D. Beresford	5.90	740.00	4,366.00	Analysis of November 28 COS presentation; analysis of January 17 COS presentation; review J. Miller notes regarding same; telephone conference with J. Miller regarding rate cases issues; review press clippings regarding rates; in-house conference regarding [REDACTED]
01/20/11	K. Downey	3.50	650.00	2,275.00	Discussion with D. Beresford; research regarding [REDACTED] issues
01/21/11	D. Beresford	4.90	740.00	3,626.00	Analysis of East Kentucky rate order; review correspondence regarding S. Seelye; review correspondence regarding cooperatives; analysis of January 17 COS presentation; review and edit draft Blackburn testimony

Date	Name	Hours	Rate	Amount	Description
01/21/11	K. Downey	3.00	650.00	1,950.00	Research regarding [REDACTED] issues; review prior KPSC orders and Big Rivers filings
01/24/11	D. Beresford	3.80	740.00	2,812.00	Correspondence regarding rating agency witness; telephone conference with J. Miller regarding financial witness, [REDACTED] issues; review and revise draft Blackburn testimony
01/24/11	K. Downey	2.00	650.00	1,300.00	Research regarding [REDACTED] issues; discussion with D. Beresford regarding same
01/25/11	D. Beresford	3.30	740.00	2,442.00	Correspondence regarding inputs into cost of service filing; review [REDACTED] issues
01/25/11	K. Downey	2.00	650.00	1,300.00	Research regarding [REDACTED] issues
01/26/11	D. Beresford	3.80	740.00	2,812.00	Review correspondence regarding revenue requirements, cost of service, rate design; prepare for conference call; rate case conference call with J. Miller, B. Blackburn, etc.
01/26/11	K. Downey	2.20	650.00	1,430.00	Research regarding [REDACTED] issues
01/27/11	D. Beresford	2.70	740.00	1,998.00	Analysis of Blackburn exhibits on wholesale and residential costs; analysis of filing requirements assignments; correspondence with J. Miller regarding [REDACTED]
01/27/11	K. Downey	2.20	650.00	1,430.00	Teleconference with D. Beresford; correspondence with J. Miller regarding [REDACTED]; research regarding [REDACTED] issues
01/28/11	D. Beresford	3.90	740.00	2,886.00	Correspondence regarding tariff revisions to be filed with KPSC; review rate case exhibits and draft testimony; telephone conference with J. Miller regarding rate case issues
01/28/11	K. Downey	3.80	650.00	2,470.00	Research regarding [REDACTED] issues; discussion with D. Beresford; draft memorandum
01/31/11	D. Beresford	4.80	740.00	3,552.00	Review filing requirements assignments; review draft exhibits; review correspondence on COS; review revenue requirements and rates; draft and analysis regarding same; review memorandum regarding [REDACTED] and analysis regarding same; review draft filing withdrawing OATT

Date	Name	Hours	Rate	Amount	Description
01/31/11	K. Downey	1.80	650.00	1,170.00	Research regarding [REDACTED] issues; discussions with D. Beresford and J. Lilyestrom; draft memorandum
01/31/11	J. Lilyestrom	0.50	680.00	340.00	Review and comment on memorandum discussing conversion to Midwest ISO Attachment O formula rate

<b>Professional Services</b>	<b>\$68,425.00</b>
Less Travel Discount	<u>(7,400.00)</u>
Less 5% Discount	<u>(3,051.25)</u>
<b>Total for Professional Services</b>	<b>\$57,973.75</b>

Other Charges

Car Rental - Kentucky - January 6 - 7, 2011 DOUGLAS L. BERESFORD	65.87
Hotel - Kentucky - January 6 - 7, 2011 DOUGLAS L. BERESFORD	183.95
Meals/Out of Town - Kentucky - January 6 - 7, 2011 DOUGLAS L. BERESFORD	61.28
Taxi - Kentucky - January 6 - 7, 2011 DOUGLAS L. BERESFORD	25.00
Misc. Travel Charges - Tips - January 6 - 7, 2011 DOUGLAS L. BERESFORD	10.00
Misc. Travel Charges - Gas - January 6 - 7, 2011 DOUGLAS L. BERESFORD	5.03

<b>Total for Other Charges</b>	<b><u>\$351.13</u></b>
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<b>TOTAL CURRENT INVOICE</b>	<b><u>\$58,324.88</u></b>
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**Timekeeper Summary**

Timekeeper	Rate	Hours	Amount
J. Lilyestrom	\$680.00	0.50	\$340.00
D. Beresford	\$740.00	74.00	\$54,760.00
K. Downey	\$650.00	20.50	\$13,325.00
<b>Total All Timekeepers</b>		<b>95.00</b>	<b>\$68,425.00</b>

Outstanding Invoices

Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through February 24, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1957259	082571.000601	02/24/11	8,902.89	36.57	8,939.46	0.00		8,939.46
1957259	082571.000700	02/24/11	57,973.75	351.13	58,324.88	0.00		58,324.88
Total			66,876.64	387.70	67,264.34	0.00		67,264.34

\*\*\* RETURN THIS PAGE WITH YOUR PAYMENT \*\*\*

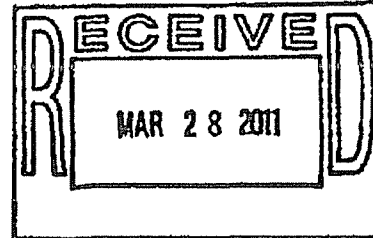
Please include Invoice number(s) on your check for faster processing.





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555 Thirteenth Street, NW  
Washington, DC 20004  
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F +1 202 637 5910  
www.hoganlovells.com

March 25, 2011



Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for February.

If you have any questions or need additional information, please call me.

Sincerely,

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819

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**Hogan  
Lovells**

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Columbia Square  
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Washington, DC 20004-1109  
T +202 637 5600  
F +202 637 5910

www.hoganlovells.com

Fed. ID. No.  
53-0084704

Invoice No. 1962905

Client No. 082571

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

March 25, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through February 28, 2011

	Professional Services	Other Charges	Total
<i>AMY &amp; CWB</i> REGULATORY COMPLIANCE	\$1,061.50	\$2.80	\$1,084.30
NEGOTIATIONS CITY OF HENDERSON CONTRACTS <i>15/26</i>	\$828.00	\$0.00	\$828.00
<i>CWB</i> AUDIT ISSUES	\$801.00	\$6.00	\$807.00
<i>DGC</i> OPERATING RESERVE	\$1,170.00	\$0.00	\$1,170.00
<i>AMY</i> INTEGRATION INTO THE MIDWEST ISO <i>(2011 RATE CASE)</i>	\$9,844.00	\$0.00	\$9,844.00
<i>AMY</i> 2011 RATE CASE	\$115,698.00	\$100.00	\$115,798.00
<b>Grand Total All Matters</b>	<b>\$129,402.50</b>	<b>\$108.80</b>	<b>\$129,511.30</b>
Less 10% Discount for OPERATING RESERVE	(117.00)	0.00	(117.00)

*Approved by:*

*amy 4/19/11*  
*amy 4/19/11*  
*CWB 4/4/11*  
*DGC 4/6/11*  
*AMY 4/19/2011*  
*amy 4/19/2011*

*BRA 0019 0314*  
*928225-0000 0019*

Please include invoice number(s) on your check for faster processing.

PAYMENT IN U.S. DOLLARS MAY BE MADE BY WIRE TRANSFER TO OUR  
HOGAN LOVELLS US LLP - OPERATING ACCOUNT  
ACCOUNT# 2000010688056, WELLS FARGO BANK NA, 1300 I STREET, N.W.  
WASHINGTON, D.C. 20005  
ABA #054001220

FOR WIRES COMING FROM OUTSIDE THE US, PLEASE USE - SWIFT CODE PNBPU33 INSTEAD OF ABA

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*Ok*  
*4/25/11*

BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1962905

March 25, 2011

	Professional Services	Other Charges	Total
Less 7% Discount for INTEGRATION INTO THE MIDWEST ISO	(689.08)	0.00	(689.08)
Less 5% Discount for 2011 RATE CASE	(5,784.90)	0.00	(5,784.90)
Grand Total All Matters	\$122,811.52	\$108.80	\$122,920.32

BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1962905

March 25, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
J. Lilyestrom	680.00	13.30	9,044.00
D. Beresford	740.00	140.50	103,970.00
K. Downey	650.00	23.60	15,340.00
S. Court	700.00	0.90	630.00
E. Lashner	405.00	0.70	283.50
D. Fagerstrom	270.00	0.50	135.00
Total All Timekeepers		179.50	129,402.50

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
01	Photocopy	2.80
41	Telecopy/fax	6.00
99	Miscellaneous	100.00
	Total	108.80

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
02/01/11	D. Beresford	5.90	740.00	4,366.00	Review and analysis of [REDACTED] review and analysis of study on revenue requirements and rates; review and analysis of draft testimony of Blackburn, Crockett, Berry
02/01/11	K. Downey	1.20	650.00	780.00	Review and edit draft testimony
02/02/11	D. Beresford	6.40	740.00	4,736.00	Review and analysis of draft Hite testimony; in-house conferences regarding testimony and [REDACTED] telephone conference with J. Miller regarding rate case issues; review and analysis of Hite, Kelly testimony; rate case conference call with R. Hickman, A. Yockey, J. Miller, et al; review correspondence; telephone conferences with J. Miller regarding rates and revenue
02/02/11	K. Downey	1.00	650.00	650.00	Review and edit draft testimony
02/03/11	D. Beresford	4.90	740.00	3,626.00	Review and analysis of draft testimony and exhibits, analysis of Prime Group's revisions to rates
02/04/11	D. Beresford	5.50	740.00	4,070.00	Telephone conference with J. Miller regarding rate case issues; telephone conference with C.W. Blackburn, Prime Group et. al. regarding rate case and rate issues; review and comment on testimony and exhibits; correspondence regarding rate case issues
02/06/11	D. Beresford	1.50	740.00	1,110.00	Review [REDACTED] correspondence regarding rate case issues
02/07/11	D. Beresford	5.90	740.00	4,366.00	Review proposed revenue requirements and rates; review [REDACTED] review J. Miller analysis of key issues; review draft Spen financial testimony; telephone conference with J. Miller regarding testimony and rate case issues
02/08/11	D. Beresford	3.70	740.00	2,738.00	Analysis of revisions to rates and testimony; telephone conference with J. Miller regarding rate case issues; review revisions to Spen testimony; edits and telephone conference with J. Miller regarding testimony

Date	Name	Hours	Rate	Amount	Description
02/09/11	D. Beresford	5.80	740.00	4,292.00	Correspondence regarding testimony; review and edit revised Spen testimony; review analysis and editing of Seelye and Wolfram draft testimony
02/10/11	D. Beresford	5.70	740.00	4,218.00	Telephone conference with A. Spen regarding testimony; revise testimony; review and analysis of Wolfram and Seelye testimony; review S. Seelye new revenue requirements and proposed rates; review revised Spen testimony and comments regarding same
02/11/11	D. Beresford	6.90	740.00	5,106.00	Teleconference call with Big Rivers' working group regarding tariffs and testimony; revisions to Kelly testimony; revisions to all testimony
02/11/11	K. Downey	1.50	650.00	975.00	Review and edit draft testimony
02/14/11	D. Beresford	5.90	740.00	4,366.00	Review and comment on revised Blackburn, Berry, Seelye testimony; telephone conferences and in-house conferences regarding testimony; review revised testimony
02/14/11	K. Downey	1.30	650.00	845.00	Review and edit draft testimony
02/15/11	D. Beresford	7.30	740.00	5,402.00	Telephone conference with J. Miller regarding rate case issues; conference call with Big Rivers working group regarding testimony; review Yockey, Kelly, Hite testimony
02/15/11	K. Downey	8.10	650.00	5,265.00	Teleconference with D. Beresford and Big Rivers regarding rate case preparations; review draft testimony
02/16/11	D. Beresford	3.70	740.00	2,738.00	Review revised testimony; telephone conferences with J. Miller and in-house conferences regarding [REDACTED]
02/16/11	K. Downey	0.40	650.00	260.00	Locate Unwind hearing transcript; correspondence with J. Miller regarding same
02/17/11	D. Beresford	7.50	740.00	5,550.00	Review draft testimony of M. Bailey and M. Hite; in-house conferences regarding testimony; telephone conference with J. Miller, J. Wolfram et al. regarding testimony; review revised testimony
02/17/11	K. Downey	2.50	650.00	1,625.00	Teleconference regarding testimony; review and edit draft testimony
02/18/11	D. Beresford	6.60	740.00	4,884.00	Draft, review and revise rate case testimony; telephone conference with J. Miller, S. Seelye et al. regarding testimony

Date	Name	Hours	Rate	Amount	Description
02/18/11	K. Downey	2.30	650.00	1,495.00	Review and edit draft testimony
02/19/11	D. Beresford	1.60	740.00	1,184.00	Correspondence regarding rate case issues
02/20/11	D. Beresford	6.90	740.00	5,106.00	Review revised rate case testimony for conference call
02/21/11	D. Beresford	9.50	740.00	7,030.00	Telephone conferences and correspondence regarding rate case; conference call with rate case working group
02/22/11	D. Beresford	7.90	740.00	5,846.00	Conference call with rate case working group; correspondence and revise testimony; review and comment on draft tariff; telephone conference and comment on testimony with A. Spen
02/23/11	D. Beresford	5.80	740.00	4,292.00	Review draft tariff and telephone conference regarding same; review near-final Kelly testimony; telephone conferences regarding filing issues
02/24/11	D. Beresford	6.80	740.00	5,032.00	Review draft application; review revisions to testimony; review requests to intervene; review KPSC first set of data requests; telephone conferences with J. Miller, J. Wolfram regarding revisions to tariff and application
02/24/11	K. Downey	2.00	650.00	1,300.00	Review and edit draft tariff; review and edit draft application
02/25/11	D. Beresford	7.90	740.00	5,846.00	Review revisions to testimony, tariff and applications for filing; telephone conferences with J. Miller and J. Wolfram regarding rate case issues; revise tariffs and testimony
02/25/11	K. Downey	1.50	650.00	975.00	Review and edit draft testimony
02/26/11	D. Beresford	1.80	740.00	1,332.00	Review and edit application etc. and correspondence with J. Miller regarding same and rate case issues
02/28/11	D. Beresford	5.80	740.00	4,292.00	Review and edit rate case filing; telephone conference with J. Miller regarding tariff and testimony; correspondence regarding RUS and depreciation study issues

<b>Professional Services</b>	<b>\$115,698.00</b>
Less 5% Discount	<u>(5,784.90)</u>
<b>Total for Professional Services</b>	<b>\$109,913.10</b>

Other Charges

Miscellaneous - Kentucky Bar Association Out-Of-  
State Certification Request - February 2, 2011  
DOUGLAS L. BERESFORD 100.00

Total for Other Charges

\$100.00

TOTAL CURRENT INVOICE

✓ \$110,013.10

Timekeeper Summary

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	137.20	\$101,528.00
K. Downey	\$650.00	21.80	\$14,170.00
Total All Timekeepers		159.00	\$115,698.00

*Rate correct amy  
4/19/2011*

*BR0019 928225-0000  
2011 Late Case Expenses  
0314 0019*



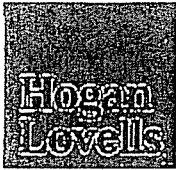
Outstanding Invoices

Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through March 25, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1962905	082571.000202	03/25/11	1,061.50	2.80	1,064.30	0.00		1,064.30
1962905	082571.000205	03/25/11	828.00	0.00	828.00	0.00		828.00
1962905	082571.000281	03/25/11	801.00	6.00	807.00	0.00		807.00
1962905	082571.000600	03/25/11	1,053.00	0.00	1,053.00	0.00		1,053.00
1962905	082571.000801	03/25/11	9,154.92	0.00	9,154.92	0.00		9,154.92
1962905	082571.000700	03/25/11	108,913.10	100.00	110,013.10	0.00		110,013.10
Total			122,811.52	108.80	122,920.32	0.00		122,920.32

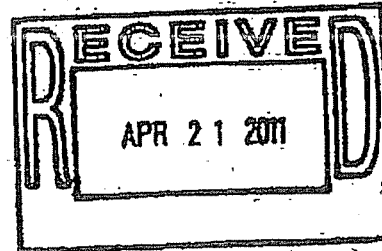
\*\*\* RETURN THIS PAGE WITH YOUR PAYMENT \*\*\*

Please include Invoice number(s) on your check for faster processing.



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Columbia Square  
555 Thirtieth Street, NW  
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T +1 202 637 5600  
F +1 202 637 5810  
www.hoganlovells.com

April 19, 2011



Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for March.

If you have any questions or need additional information, please call me.

Sincerely,

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
03/01/11	D. Beresford	4.90	740.00	3,626.00	Telephone conference with J. Miller regarding rate case and RUS issues; review and analysis of KPSC data requests; correspondence regarding KPSC data requests
03/02/11	D. Beresford	3.70	740.00	2,738.00	Review data requests; correspondence regarding KPSC filing; review pleadings and responses
03/03/11	D. Beresford	1.80	740.00	1,332.00	Review correspondence and data requests regarding rate case issues
03/07/11	D. Beresford	1.70	740.00	1,258.00	Review KPSC data requests; correspondence regarding same
03/08/11	D. Beresford	0.50	740.00	370.00	Telephone conference with J. Miller regarding KPSC data requests
03/09/11	D. Beresford	1.30	740.00	962.00	Review pleadings and correspondence
03/10/11	D. Beresford	1.80	740.00	1,332.00	Review pleadings and correspondence; review draft data responses
03/11/11	D. Beresford	6.80	740.00	5,032.00	Review draft data responses; telephone conference with B. Blackburn et al., regarding data responses; review and revise draft data responses; telephone conference with J. Miller regarding changes to draft data responses
03/13/11	D. Beresford	2.00	740.00	1,480.00	Review revised data responses and correspondence
03/14/11	D. Beresford	3.70	740.00	2,738.00	Review revised draft data responses; correspondence regarding same
03/15/11	D. Beresford	6.90	740.00	5,106.00	Review revised draft data responses; telephone conference with working group to revise data responses; review and revise data responses
03/15/11	K. Downey	0.20	650.00	130.00	Review materials regarding [REDACTED]
03/16/11	D. Beresford	6.70	740.00	4,958.00	Review and comment on revised data responses; telephone conference with Big Rivers working group to revise data responses; correspondence regarding rate case issues

Date	Name	Hours	Rate	Amount	Description
03/17/11	D. Beresford	3.80	740.00	2,812.00	Review and comment on new revisions to data responses; telephone conference with Big Rivers working group to revise data responses; correspondence regarding same
03/18/11	D. Beresford	1.90	740.00	1,406.00	Review final data responses; correspondence regarding rate case
03/21/11	D. Beresford	2.70	740.00	1,998.00	Review filed data responses and correspondence regarding same; review KPSC orders regarding procedural schedule, etc.
03/22/11	D. Beresford	1.30	740.00	962.00	Correspondence regarding data requests and procedures
03/23/11	D. Beresford	1.70	740.00	1,258.00	Correspondence and analysis regarding responses to data requests
03/24/11	D. Beresford	2.40	740.00	1,776.00	Analysis and correspondence regarding rate case issues; telephone conference with J. Miller regarding same
03/25/11	D. Beresford	3.30	740.00	2,442.00	Analysis of data request issues and telephone conference with J. Miller, S. Seelye, J. Wolfram regarding data responses issues; review correspondence and revise data response procedures
03/28/11	D. Beresford	2.90	740.00	2,146.00	Review and analysis of Rate Case Process Management recommendations; suggested changes regarding same; telephone conferences with J. Miller and J. Wolfram et al. regarding rate case procedures
03/29/11	D. Beresford	6.20	740.00	4,588.00	Analysis of rate case procedures and in-house conference with Big Rivers working group; in-house conference with J. Miller regarding answering data requests; review correspondence and R. Hickman assignments; review and comment on draft Wolfram Team Assignments
03/29/11	K. Downey	0.40	650.00	260.00	Discussions with D. Beresford regarding discovery; review proposed schedule and procedures
03/30/11	D. Beresford	4.40	740.00	3,256.00	Review and respond to correspondence; review and analysis of Initial Data Requests of Attorney General
03/30/11	K. Downey	0.40	650.00	260.00	Review Kentucky AG discovery requests; discussion with D. Beresford

Date	Name	Hours	Rate	Amount	Description
03/31/11	D. Beresford	4.20	740.00	3,108.00	Review and analysis of AG Initial Data Requests; correspondence regarding same; telephone conference with Big Rivers working group regarding assignments of data responses to AG
03/31/11	K. Downey	1.20	650.00	780.00	Teleconference with Big Rivers regarding Kentucky AG discovery requests
<b>Professional Services</b>					<b>\$58,114.00</b>
<b>Less 5% Discount</b>					<b><u>(2,905.70)</u></b>
<b>Total for Professional Services</b>					<b>\$55,208.30</b>
<b>TOTAL CURRENT INVOICE</b>					<b><u>\$55,208.30</u></b>

**Timekeeper Summary**

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	76.60	\$56,684.00
K. Downey	\$650.00	2.20	\$1,430.00
<b>Total All Timekeepers</b>		<b>78.80</b>	<b>\$58,114.00</b>

BR0019  
 928225-0000  
 0314

amy  
 4/27/2011

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Hogan Lovells US LLP  
 555 Thirteenth Street, NW  
 Washington, DC 20004-1109  
 T +202 637 5800  
 F +202 637 5910

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Fed. ID. No.  
 53-0984704

Invoice No. 1977035

Client No. 082571

Big Rivers Electric Corporation  
 P.O. Box 24  
 Henderson, KY 42420

May 31, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through April 30, 2011

*DGC*  
*DGC*  
*6/14/2011*  
*note includes*  
*disbursements*  
*and*  
*credit*  
*27029*  
*6/8/2011*

	Professional Services	Other Charges	Total
REGULATORY COMPLIANCE	\$816.00	\$0.00	\$816.00
NERC EMERGENCY ALERTS	\$77,260.00	\$1.80	\$77,261.80
2011 RATE CASE	\$178,582.00	\$4,178.63	\$180,760.63
<b>Grand Total All Matters</b>	<b>\$254,658.00</b>	<b>\$4,180.43</b>	<b>\$258,838.43</b>
Less 5% Discount for 2011 RATE CASE	(8,829.10)	0.00	(8,829.10)
Less Travel Discount for 2011 RATE CASE	(13,160.00)	0.00	(13,160.00)
Less Applied Credit	(5,335.00)	0.00	(5,335.00)
<b>Grand Total All Matters</b>	<b>\$227,333.90</b>	<b>\$4,180.43</b>	<b>\$231,514.33</b>

*DGC 6/9/11*  
*DGC 6/14/11*

*BR0019*  
*923100-0000*  
*0314*

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PAYMENT IN U.S. DOLLARS MAY BE MADE BY WIRE TRANSFER TO OUR  
 HOGAN LOVELLS US LLP - OPERATING ACCOUNT  
 ACCOUNT# 2000010588006, WELLS FARGO BANK NA, 1300 I STREET, N.W.  
 WASHINGTON, D.C. 20005  
 ABA #064001220

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BIG RIVERS ELECTRIC CORPORATION  
Client No. 062571  
Invoice No. 1977035

May 31, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
D. Beresford	740.00	182.60	135,124.00
K. Downey	650.00	119.00	77,350.00
S. Court	700.00	35.50	24,850.00
E. Lashner	405.00	40.40	16,362.00
M. Ostrander	540.00	1.80	972.00
Total All Timekeepers		379.30	254,658.00

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
01	Photocopy	1.80
25	Computer Research	15.88
75	Car Rental	453.69
87	Hotel	2,773.80
88	Taxi	40.00
91	Misc. Travel Charges	146.60
95	Business Meals	43.68
97	Meals/Out of Town	704.98
	Total	4,180.43

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
04/01/11	D. Beresford	6.70	740.00	4,958.00	Review and analysis of J. Wolfram analysis of [REDACTED] review R. Hickman analysis of response process; review and analyze KPSC 2nd set of data request and KIUC requests; telephone conference with Big Rivers working group for review of assignment of KPSC 2nd data requests and KIUC 1st data requests
04/01/11	K. Downey	2.30	650.00	1,495.00	Teleconference with D. Beresford and Big Rivers regarding data requests
04/02/11	D. Beresford	5.50	740.00	4,070.00	Correspondence and prepare for conference call; telephone conference with Big Rivers working group regarding critical data responses
04/02/11	K. Downey	4.00	650.00	2,600.00	Teleconference with D. Beresford and Big Rivers regarding data requests
04/04/11	D. Beresford	4.80	740.00	3,552.00	Review draft data responses; correspondence regarding same; review Hutts' draft response
04/04/11	K. Downey	2.50	650.00	1,625.00	Review witness testimony; review data requests
04/05/11	D. Beresford	3.90	740.00	2,886.00	Review and analysis of draft data responses and procedural issues; prepare for trip to Henderson
04/05/11	D. Beresford	5.00	740.00	3,700.00	Travel to Henderson
04/05/11	K. Downey	2.00	650.00	1,300.00	Review and edit draft data responses; research regarding same
04/05/11	K. Downey	5.00	650.00	3,250.00	Travel to Evansville
04/06/11	D. Beresford	6.90	740.00	5,106.00	Draft and revise data responses in Henderson; correspondence, telephone conferences and in-house conferences regarding same
04/06/11	K. Downey	10.70	650.00	6,955.00	Review and edit draft data responses; review e-mails for production
04/07/11	D. Beresford	6.40	740.00	4,736.00	Draft and revise data responses in Henderson; correspondence, telephone conferences and in-house conferences with witnesses regarding same
04/07/11	K. Downey	9.30	650.00	6,045.00	Review and edit draft data responses; review e-mails for production



Date	Name	Hours	Rate	Amount	Description
04/08/11	D. Beresford	9.20	740.00	6,808.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/08/11	K. Downey	12.20	650.00	7,930.00	Review and edit draft data responses; review e-mails for production; review depreciation study
04/09/11	D. Beresford	10.70	740.00	7,918.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/09/11	K. Downey	11.50	650.00	7,475.00	Review and edit draft data responses; review e-mails for production
04/10/11	D. Beresford	8.30	740.00	6,142.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/10/11	K. Downey	10.00	650.00	6,500.00	Review and edit draft data responses; review e-mails for production
04/11/11	D. Beresford	9.90	740.00	7,326.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/11/11	K. Downey	12.00	650.00	7,800.00	Review and edit draft data responses; review e-mails for production
04/12/11	D. Beresford	9.20	740.00	6,808.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/12/11	K. Downey	11.00	650.00	7,150.00	Review and edit draft data responses; review e-mails for production
04/13/11	D. Beresford	11.50	740.00	8,510.00	Draft and revise data responses in Henderson; correspondence; telephone conferences and in-house conferences with witnesses regarding same
04/13/11	K. Downey	15.00	650.00	9,750.00	Review and edit draft data responses; review e-mails for production
04/14/11	D. Beresford	4.00	740.00	2,960.00	Travel to DC
04/14/11	D. Beresford	4.00	740.00	2,960.00	In-house conferences regarding data responses and revisions; review materials to be attached to data responses
04/14/11	K. Downey	0.40	650.00	260.00	Teleconferences with Jim Miller; review ftp site
04/14/11	K. Downey	5.00	650.00	3,250.00	Travel from Evansville

Date	Name	Hours	Rate	Amount	Description
04/15/11	D. Beresford	1.90	740.00	1,406.00	Review materials to be attached to data responses
04/18/11	D. Beresford	2.70	740.00	1,998.00	Review revised petition for confidentiality; review AG response; review correspondence; in-house conference regarding data responses
04/19/11	D. Beresford	2.90	740.00	2,146.00	Telephone conference with J. Miller, J. Wolfram, et al. regarding data response procedures; review filings of parties regarding rate case; correspondence regarding data responses
04/19/11	K. Downey	2.00	650.00	1,300.00	Teleconference regarding discovery process issues; correspondence regarding same
04/20/11	D. Beresford	2.80	740.00	2,072.00	Correspondence and telephone conferences, in-house conferences regarding data requests
04/21/11	D. Beresford	2.90	740.00	2,146.00	Review correspondence and orders regarding rate case; telephone conference with J. Miller regarding same
04/22/11	D. Beresford	1.70	740.00	1,258.00	Correspondence and review issues list; analysis of likely rate case issues; correspondence regarding confidentiality issues
04/25/11	D. Beresford	2.80	740.00	2,072.00	Review J. Miller issues; revise same and telephone conference with J. Miller regarding same; review filed data responses
04/26/11	D. Beresford	1.80	740.00	1,332.00	Review and comment on additions to issues list; analysis regarding data request issues
04/27/11	D. Beresford	0.90	740.00	666.00	Analysis of AG issues regarding data requests; review correspondence regarding rate case issues
04/28/11	D. Beresford	3.80	740.00	2,812.00	Review and analysis of updates to AG data responses; review new round of data responses from KPSC and KIUC; teleconference with Big Rivers team regarding same
04/28/11	K. Downey	1.50	650.00	975.00	Review data requests and correspondence; teleconference with D. Beresford and Big Rivers
04/29/11	D. Beresford	4.60	740.00	3,404.00	Review and comment on J. Miller analysis; review data requests regarding critical items; telephone conference with Big Rivers team regarding data responses

Date	Name	Hours	Rate	Amount	Description
04/29/11	K. Downey	1.80	650.00	1,170.00	Teleconference with D. Beresford and Big Rivers; teleconference with J. Summerville; correspondence
<b>Professional Services</b>					<b>\$176,582.00</b>
<b>Less 5% Discount</b>					<b><u>(21,889.10)</u></b>
<b>Total for Professional Services</b>					<b>\$154,592.90</b>
<b>Other Charges</b>					
	Computer Research			15.88	
	Hotel - Henderson - April 5-14, 2011 DOUGLAS L. BERESFORD			1,386.90	
	Meals/Out of Town - Henderson - April 5-14, 2011 DOUGLAS L. BERESFORD			704.88	
	Business Meals - Henderson - April 5-14, 2011 DOUGLAS L. BERESFORD			43.68	
	Taxi - Henderson - April 5-14, 2011 DOUGLAS L. BERESFORD			40.00	
	Car Rental - Henderson - April 5-14, 2011 DOUGLAS L. BERESFORD			453.68	
	Misc. Travel Charges - Gasoline - April 5-14, 2011 DOUGLAS L. BERESFORD			51.70	
	Misc. Travel Charges - Laundry - April 5-14, 2011 DOUGLAS L. BERESFORD			40.90	
	Misc. Travel Charges - Tips - April 5-14, 2011 DOUGLAS L. BERESFORD			54.00	
	Hotel - Henderson - April 5-14, 2011 KEVIN M. DOWNEY			1,386.90	
<b>Total for Other Charges</b>					<b><u>\$4,178.63</u></b>
<b>TOTAL CURRENT INVOICE</b>					<b><u>\$158,771.53</u></b>

**Timekeeper Summary**

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	134.80	\$99,752.00
K. Downey	\$650.00	118.20	\$78,830.00
<b>Total All Timekeepers</b>		<b>253.00</b>	<b>\$176,582.00</b>

Outstanding Invoices

Paid-in-full invoices and corresponding payments are not shown below.  
 This summary reflects payments received through May 31, 2011.  
 This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
	082571.000202				0.00	(5,335.00)	05/24/11	(5,335.00)
1877035	082571.000202	05/31/11	818.00	0.00	818.00	0.00		818.00
1877035	082571.000520	05/31/11	77,260.00	1.80	77,261.80	0.00		77,261.80
1877035	082571.000700	05/31/11	154,592.90	4,178.63	158,771.53	0.00		158,771.53
<b>Total</b>			<b>232,668.90</b>	<b>4,180.43</b>	<b>238,849.33</b>	<b>5,335.00</b>		<b>231,514.33</b>

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BIG RIVERS  
ELECTRIC CORPORATION

Hogan Lovells US LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
T +1 202 637 5600  
F +1 202 637 5910  
www.hoganlovells.com

June 27, 2011

Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for May.

If you have any questions or need additional information, please call me.

Sincerely,

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819

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RECEIVED  
JUN 30 2011  
BIG RIVERS  
ELECTRIC CORPORATION

Hogan Lovells US LLP  
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Fed. I.D. No.  
53-0084704

Invoice No. 1982010

Client No. 082571

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

June 27, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through May 31, 2011

	Professional Services	Other Charges	Total
NERC EMERGENCY ALERTS	\$4,247.00	\$0.00	\$4,247.00
2011 RATE CASE	\$118,214.00	\$5,577.06	\$123,791.06
Total All Matters	\$122,461.00	\$5,577.06	\$128,038.06
Less Travel Discount for 2011 RATE CASE	(\$13,900.00)	\$0.00	(\$13,900.00)
Less 5% Discount for 2011 RATE CASE	(\$5,215.70)	\$0.00	(\$5,215.70)
Grand Total All Matters	\$103,345.30	\$5,577.06	\$108,922.36

David C  
Al Y.

DJC

BRA0019  
928225-0000  
0314  
0019

\$123,791.06  
(13,900.00)  
(5,215.70)  
1104,675.36  
Amy  
7/9/2011

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WASHINGTON, D.C. 20005  
ABA #054001220

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ok  
7/11/11

BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1982010

June 27, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
D. Beresford	740.00	93.00	68,820.00
K. Downey	650.00	81.00	52,650.00
S. Court	700.00	1.30	910.00
E. Lashner	405.00	0.20	81.00
Total All Timekeepers		175.50	122,481.00

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
01	Photocopy	224.40
75	Car Rental	443.88
87	Hotel	1,593.90
88	Taxi	57.50
90	Travel	2,925.64
91	Misc. Travel Charges	67.31
95	Business Meals	122.14
97	Meals/Out of Town	142.29
	Total	5,577.06

Matter No. 082571.000700

**2011 RATE CASE**

Date	Name	Hours	Rate	Amount	Description
05/01/11	K. Downey	5.00	650.00	3,250.00	Travel to Evansville
05/02/11	D. Beresford	5.40	740.00	3,996.00	Analysis and development of data requests and potential rebuttal testimony; draft responses to data requests
05/02/11	D. Beresford	5.00	740.00	3,700.00	Travel to Henderson
05/02/11	K. Downey	6.30	650.00	4,095.00	Review and edit draft data responses
05/03/11	D. Beresford	9.90	740.00	7,326.00	Draft and revise data responses in Henderson; meetings and telephone conferences with witnesses
05/03/11	K. Downey	10.50	650.00	6,825.00	Review and edit draft data responses; correspondence regarding same
05/04/11	D. Beresford	10.40	740.00	7,696.00	Draft and revise data responses in Henderson; meetings and telephone conferences with witnesses
05/04/11	K. Downey	10.60	650.00	6,890.00	Review and edit draft data responses; correspondence regarding same
05/05/11	D. Beresford	9.80	740.00	7,252.00	Draft and revise data responses in Henderson; meetings and telephone conferences with witnesses
05/05/11	K. Downey	10.50	650.00	6,825.00	Review and edit draft data responses; correspondence regarding same; draft cover letter; research
05/06/11	D. Beresford	8.50	740.00	6,290.00	Draft and revise data responses in Henderson; meetings and telephone conferences with witnesses
05/06/11	K. Downey	9.00	650.00	5,850.00	Review and edit draft data responses; correspondence regarding same; draft and revise cover letters; research
05/07/11	D. Beresford	5.00	740.00	3,700.00	Travel to DC
05/07/11	K. Downey	5.00	650.00	3,250.00	Travel from Evansville
05/09/11	D. Beresford	1.90	740.00	1,406.00	Review correspondence and data responses regarding filing
05/09/11	K. Downey	0.30	650.00	195.00	Review Owensboro pleading regarding standards of conduct waiver
05/09/11	K. Downey	0.20	650.00	130.00	Review revised data response; correspondence regarding same
05/10/11	D. Beresford	1.20	740.00	888.00	Review correspondence and data responses regarding filing



Date	Name	Hours	Rate	Amount	Description
05/19/11	D. Beresford	1.20	740.00	888.00	Telephone conference with J. Miller regarding rate case issues, testimony and timing, analysis regarding same
05/23/11	D. Beresford	1.80	740.00	1,332.00	Review correspondence; in-house conference and telephone conference with J. Miller regarding smelter testimony and Kurtz request; telephone conference with J. Miller regarding rate case issues
05/23/11	K. Downey	0.60	650.00	390.00	Teleconference with D. Beresford and J. Miller regarding confidentiality issue; review correspondence
05/25/11	D. Beresford	4.80	740.00	3,552.00	Review and analysis of Intervenor testimony; correspondence and telephone conferences regarding same
05/25/11	K. Downey	6.50	650.00	4,225.00	Review KIUC testimony and exhibits
05/26/11	D. Beresford	7.90	740.00	5,846.00	Review and analysis of Intervenor testimony; correspondence and telephone conferences regarding same
05/26/11	K. Downey	6.00	650.00	3,900.00	Review KIUC testimony and exhibits
05/27/11	D. Beresford	8.90	740.00	6,586.00	Review and analysis of Intervenor testimony; correspondence and telephone conferences regarding same; telephone conference with Big Rivers working group regarding Intervenor testimony
05/27/11	K. Downey	3.50	650.00	2,275.00	Review KIUC testimony and exhibits; teleconference regarding discovery and rebuttal testimony
05/30/11	K. Downey	3.50	650.00	2,275.00	Review KIUC testimony and exhibits; draft discovery
05/31/11	D. Beresford	6.90	740.00	5,106.00	Review and analysis of Intervenor testimony; correspondence and telephone conferences regarding same
05/31/11	K. Downey	3.50	650.00	2,275.00	Review KIUC testimony and exhibits; draft discovery
<b>Professional Services</b>					<b>\$118,214.00</b>
Less Travel Discount					<u>(\$13,900.00)</u>
<b>Total Professional Services</b>					<b>\$104,314.00</b>
Less 5% Discount					<u>(\$5,215.70)</u>
<b>Total for Professional Services</b>					<b>\$99,098.30</b>

Other Charges

Photocopy	224.40
Travel - DINERS CLUB; Washington Detroit Evansville, IN Cincinnati W; April 05, 2011; BERESFORD,DOUGLAS L; 817635	47.00
Travel - DINERS CLUB; Washington Cincinnati Evansville, IN Cincinnati; May 02, 2011; BERESFORD,DOUGLAS L; 818147	47.00
Travel - DINERS CLUB; Washington Detroit Evansville, IN Cincinnati W; April 05, 2011; BERESFORD,DOUGLAS L; 817635	821.32
Travel - DINERS CLUB; Washington Cincinnati Evansville, IN Cincinnati; May 02, 2011; BERESFORD,DOUGLAS L; 818147	418.08
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Cincinnati W; May 01, 2011; DOWNEY,KEVIN MICHAEL; 818145	47.00
Travel - DINERS CLUB; Washington Detroit Evansville, IN Cincinnati W; April 05, 2011; DOWNEY,KEVIN MICHAEL; 817636	47.00
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Cincinnati W; May 01, 2011; DOWNEY,KEVIN MICHAEL; 818145	676.92
Travel - DINERS CLUB; Washington Detroit Evansville, IN Cincinnati W; April 05, 2011; DOWNEY,KEVIN MICHAEL; 817636	821.32
Hotel - Kentucky - May 1-7, 2011 KEVIN M. DOWNEY	874.00
Meals/Out of Town - Kentucky - May 1-7, 2011 KEVIN M. DOWNEY	56.78
Taxi - Kentucky - May 1-7, 2011 KEVIN M. DOWNEY	14.50
Car Rental - Kentucky - May 1-7, 2011 KEVIN M. DOWNEY	443.88
Hotel - Kentucky - May 2-7, 2011 DOUGLAS L. BERESFORD	719.90
Meals/Out of Town - Kentucky - May 2-7, 2011 DOUGLAS L. BERESFORD	85.51
Business Meals - May 2-7, 2011 DOUGLAS L. BERESFORD	122.14
Taxi - Kentucky - May 2-7, 2011 DOUGLAS L. BERESFORD	43.00
Misc: Travel Charges - tips - May 2-7, 2011 DOUGLAS L. BERESFORD	36.00
Misc. Travel Charges - gas - May 2-7, 2011 DOUGLAS L. BERESFORD	31.31

Total for Other Charges

\$5,577.06

TOTAL CURRENT INVOICE

\$104,675.36

**Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
D. Beresford	\$740.00	88.60	\$85,564.00
K. Downey	\$650.00	81.00	\$52,650.00
Total All Timekeepers		169.60	\$118,214.00

Outstanding Invoices

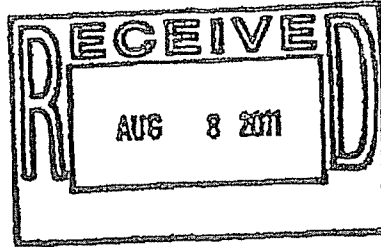
Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through June 27, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1982010	082571.000520	06/27/11	4,247.00	0.00	4,247.00	0.00		4,247.00
1982010	082571.000700	06/27/11	98,098.30	5,577.08	104,675.38	0.00		104,675.38
Total			103,345.30	5,577.08	108,922.38	0.00		108,922.38

**\*\*\* RETURN THIS PAGE WITH YOUR PAYMENT \*\*\***

Please include invoice number(s) on your check for faster processing.

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Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
T +1 202 637 5800  
F +1 202 637 5810  
www.hoganlovells.com

August 5, 2011

Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

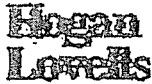
Enclosed please find our statement covering legal fees and disbursements for June.

If you have any questions or need additional information, please call me.

Sincerely,

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819



BRA0019

Hogan Lovells US LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004-1109  
T +202 637 5800  
F +202 637 5810

www.hoganlovells.com

Fed. ID. No.  
53-0084704

Invoice No. 1889717

Client No. 082571

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

August 3, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through July 31, 2011

	Professional Services	Other Charges	Total	
David C. NERC EMERGENCY ALERTS	\$3,216.00	\$0.00	\$3,216.00	See Details
David C. GRAND FATHERED AGREEMENTS	\$612.00	\$0.00	\$612.00	See Details
Al Y. 2011 RATE CASE	\$154,224.00	\$539.69	\$158,694.69	154,763.69
Sub Total All Matters	\$158,052.00	\$539.69	158,591.69	
Less Travel	(\$7,400.00)	\$0.00	(\$7,400.00)	- Rate Case
Total All Matters	\$150,652.00	\$539.69	\$151,191.69	
Less 10% Discount	(\$15,062.00)	\$539.69	(\$15,062.00)	Note - (321.60) - GFA - (61.20) - Rate Case (14677.28)
Grand Total All Matters	\$135,590.00	\$539.69	\$136,129.69	

Rate Case Total = 132,684.49 BRA0019 928225-0000 03/6

Albert Young  
8/9/11

de  
non pay  
8/17/11

Please include invoice number(s) on your check for faster processing.

PAYMENT IN U.S. DOLLARS MAY BE MADE BY WIRE TRANSFER TO OUR  
HOGAN LOVELLS US LLP - OPERATING ACCOUNT  
ACCOUNT# 200010688084, WELLS FARGO BANK NA, 1300 I STREET, N.W.  
WASHINGTON, D.C. 20005  
ABA #054001220

FOR WIRES COMING FROM OUTSIDE THE US, PLEASE USE - SWIFT CODE HNPUS33 INSTEAD OF ABA

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BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1889717

August 3, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
J. Llyestrom	680.00	0.90	612.00
D. Beresford	740.00	163.50	120,990.00
K. Downey	650.00	55.00	35,750.00
S. Court	700.00	1.00	700.00
Total All Timekeepers		220.40	158,052.00

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
25	Computer Research	80.44
73	Word Processing	56.25
88	CD ROM	9.00
90	Travel	394.00
	Total	539.69 ✓

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
06/01/11	D. Beresford	7.80	740.00	5,772.00	Review and analysis of Intervenor testimony; correspondence and telephone conferences regarding same
06/01/11	K. Downey	2.50	650.00	1,625.00	Review testimony; draft discovery requests
06/02/11	D. Beresford	5.80	740.00	4,368.00	Develop data requests to KIUC; telephone conferences and correspondence regarding rate case
06/02/11	K. Downey	2.50	650.00	1,625.00	Review testimony; draft discovery requests
06/03/11	D. Beresford	2.80	740.00	2,072.00	Prepare for and participate in in-house conference regarding data requests and rebuttal testimony
06/03/11	K. Downey	3.80	650.00	2,470.00	Teleconference with Big Rivers regarding discovery requests and rebuttal testimony; teleconference with T. Kelly and J. Summerville; review draft discovery requests
06/06/11	D. Beresford	5.80	740.00	4,292.00	Review and analysis of data request development; telephone conferences with J. Miller regarding same
06/06/11	K. Downey	4.50	650.00	2,925.00	Teleconference with T. Kelly and J. Summerville; revise draft data requests; draft summary of rebuttal testimony on depreciation; review revised discovery requests
06/07/11	D. Beresford	4.60	740.00	3,404.00	Review and analysis of data request drafts; review Spen drafts; correspondence regarding conference call
06/07/11	K. Downey	3.80	650.00	2,470.00	Teleconference with Big Rivers regarding data requests; review revised draft of discovery requests
06/08/11	D. Beresford	2.90	740.00	2,146.00	Review suggestions for changes to data requests; in-house conference with Big Rivers working group regarding data requests; outline rebuttal testimony
06/08/11	K. Downey	2.00	650.00	1,300.00	Teleconference with Big Rivers regarding data requests; review revised drafts of discovery requests
06/09/11	D. Beresford	2.80	740.00	2,072.00	Review and analysis of correspondence and in-house conferences, telephone conferences regarding same



Date	Name	Hours	Rate	Amount	Description
06/10/11	D. Beresford	2.90	740.00	2,146.00	Review and analysis of correspondence and in-house conferences and telephone conferences regarding same
06/10/11	K. Downey	0.20	650.00	130.00	Review KPSC data requests
06/14/11	D. Beresford	1.90	740.00	1,408.00	Correspondence and analysis regarding rate case
06/14/11	K. Downey	5.70	650.00	3,705.00	Review case materials
06/15/11	D. Beresford	2.90	740.00	2,146.00	Correspondence and analysis regarding rate case; telephone conferences J. Miller regarding same
06/15/11	K. Downey	3.80	650.00	2,470.00	Review case materials
06/16/11	D. Beresford	6.90	740.00	5,106.00	Review pleadings, drafts, correspondence; telephone conference with J. Miller regarding rate case issues
06/17/11	D. Beresford	7.90	740.00	5,846.00	Review and analysis of rate case issues; telephone conference with J. Miller regarding same
06/17/11	K. Downey	2.00	650.00	1,300.00	Teleconference regarding rebuttal testimony process; correspondence regarding same
06/20/11	D. Beresford	7.70	740.00	5,698.00	Review and analysis of rate case issues; draft rebuttal testimony; telephone conference with J. Miller regarding same
06/20/11	K. Downey	3.30	650.00	2,145.00	Review materials regarding depreciation study
06/21/11	D. Beresford	7.40	740.00	5,476.00	Review and analysis of rate case issues; draft rebuttal testimony; telephone conference with J. Miller regarding same
06/21/11	K. Downey	0.20	650.00	130.00	Prepare form for pro hac vice admission
06/22/11	D. Beresford	8.50	740.00	6,290.00	Review and analysis of rate case issues; draft rebuttal testimony; telephone conference with J. Miller regarding same
06/22/11	K. Downey	1.20	650.00	780.00	Review KIUC data responses; correspondence regarding same
06/23/11	D. Beresford	9.80	740.00	7,252.00	Review draft outlines; analysis of KIUC data response; telephone conference with Big Rivers' working group regarding rebuttal testimony
06/23/11	K. Downey	6.20	650.00	4,030.00	Teleconference regarding rebuttal testimony; correspondence regarding same; review KIUC data responses; teleconference with J. Summerville

Date	Name	Hours	Rate	Amount	Description
06/24/11	D. Beresford	10.60	740.00	7,844.00	Review draft outlines; analysis of KIUC data response; telephone conference with Big Rivers' working group regarding rebuttal testimony; draft rebuttal testimony
06/24/11	K. Downey	5.20	650.00	3,380.00	Teleconference regarding rebuttal testimony; correspondence regarding same; review and revise draft rebuttal testimony
06/25/11	D. Beresford	7.80	740.00	5,772.00	Draft and revise rebuttal testimony
06/25/11	K. Downey	6.00	650.00	3,900.00	Review and edit draft testimony; teleconference with D. Beresford
06/26/11	D. Beresford	6.90	740.00	5,106.00	Draft and revise rebuttal testimony; telephone conference with J. Miller regarding same
06/28/11	K. Downey	1.00	650.00	650.00	Review and edit draft testimony; teleconference with D. Beresford
06/27/11	D. Beresford	9.50	740.00	7,030.00	Draft and revise rebuttal testimony; telephone conference with J. Miller regarding same; telephone conference with A. Spen regarding same
06/27/11	K. Downey	0.60	650.00	390.00	Review [REDACTED]; correspondence with J. Miller regarding same
06/28/11	D. Beresford	8.60	740.00	6,364.00	Draft and revise rebuttal testimony
06/28/11	D. Beresford	5.00	740.00	3,700.00	Travel to Henderson
06/28/11	K. Downey	0.50	650.00	325.00	Review revised draft of depreciation testimony; review correspondence
06/29/11	D. Beresford	9.80	740.00	7,252.00	Meetings in Henderson regarding rebuttal testimony, rate case issues
06/30/11	D. Beresford	8.40	740.00	6,216.00	Meetings in Henderson regarding rebuttal testimony, rate case issues
06/30/11	D. Beresford	5.00	740.00	3,700.00	Travel to DC

<b>Professional Services</b>	<b>\$154,224.00</b>
Less 10% Discount	<u>(22,078.20)</u>
<b>Total for Professional Services</b>	<b>\$132,144.80</b>

**Other Charges**

Computer Research	80.44
Word Processing	56.25

Travel - DINERS CLUB; Evansville, IN Cincinnati Washington; May 07, 2011; BERESFORD, DOUGLAS L; 818888	47.00
Travel - DINERS CLUB; Evansville, IN Cincinnati Washington; May 07, 2011; BERESFORD, DOUGLAS L; 818888	150.00
Travel - DINERS CLUB; Evansville, IN Cincinnati Washington; May 07, 2011; DOWNEY, KEVIN MICHAEL; 818886	47.00
Travel - DINERS CLUB; Evansville, IN Cincinnati Washington; May 07, 2011; DOWNEY, KEVIN MICHAEL; 818886	150.00
CD ROM	9.00

Total for Other Charges

\$539.69

**TOTAL CURRENT INVOICE**

\$132,884.49 ✓

Timekeeper Summary

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	160.10	\$118,474.00
K. Downey	\$650.00	55.00	\$35,750.00
<b>Total All Timekeepers</b>		<b>215.10</b>	<b>\$154,224.00</b>

BRAD019  
 928225-0000  
 0314  
 0019

Outstanding Invoices

Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through August 3, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1889717	082571.000520	08/03/11	2,894.40	0.00	2,894.40	0.00		2,894.40
1889717	082571.000610	08/03/11	550.80	0.00	550.80	0.00		550.80
1889717	082571.000700	08/03/11	132,144.80	539.69	132,684.49	0.00		132,684.49
Total			135,590.00	539.69	136,129.69	0.00		136,129.69

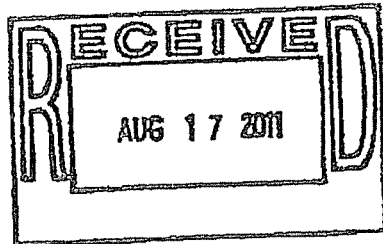
BRA 0019  
928225-0000  
0314  
0019

*Albert [Signature]*  
8/9/2011

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Columbia Square  
555 Thirtieth Street, NW  
Washington, DC 20004  
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F +1 202 637 5810  
www.hoganlovells.com

August 15, 2011

Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for July 1-31, 2011.

If you have any questions or need additional information, please call me.

Sincerely,

A handwritten signature in black ink that reads "Doug." with a stylized flourish at the end.

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819

**Hogan  
Lovells**

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Columbia Square  
555 Thirtieth Street, NW  
Washington, DC 20004-1109  
T +202 637 5600  
F +202 637 5910

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Fed. ID. No.  
63-0886706

Invoice No. 1990464

Client No. 082571

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

August 15, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through July 31, 2011

	Professional Services	Other Charges	Total
2011 RATE CASE	\$261,824.00	\$5,830.24	\$267,654.24
LESS 2011 RATE CASE TRAVEL	(28,450.00)	0.00	(28,450.00)
Total for All Matters	\$233,374.00	\$5,830.24	\$239,204.24
LESS 10% DISCOUNT	(23,337.40)	0.00	(23,337.40)
Grand Total All Matters	\$210,036.60	\$5,830.24	\$215,866.84

BR10019  
928 225-0000  
0314  
0019

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PAYMENT IN U.S. DOLLARS MAY BE MADE BY WIRE TRANSFER TO OUR  
HOGAN LOVELLS US LLP - OPERATING ACCOUNT  
ACCOUNT# 20001068906, WELLS FARGO BANK NA, 1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

ABA #054001220  
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*Albert J. [Signature]*  
8/19/2011  
*Ok for payment*  
*met/Boh*  
8/19/11

BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1990464

August 15, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
D. Baresford	740.00	228.10	167,314.00
K. Downey	650.00	145.40	94,510.00
Total All Timekeepers		371.50	261,824.00

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
01	Photocopy	5.00
25	Computer Research	163.55
28	Air Freight	47.20
75	Car Rental	349.82
87	Hotel	1,542.18
88	Taxi	130.00
90	Travel	2,963.57
91	Misc. Travel Charges	156.38
95	Business Meals	254.84
97	Meals/Out of Town	117.70
99	Miscellaneous	100.00
	Total	5,830.24

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
07/01/11	D. Beresford	9.90	740.00	7,326.00	Draft and revise rebuttal testimony; review KPSC draft filings and KIUC filings; telephone conferences with A. Spen, J. Miller regarding Spen testimony
07/01/11	K. Downey	4.20	650.00	2,730.00	Review and edit draft testimony; review KIUC testimony revisions
07/02/11	D. Beresford	3.80	740.00	2,812.00	Draft and revise rebuttal testimony
07/04/11	D. Beresford	4.90	740.00	3,626.00	Draft and revise rebuttal testimony; telephone conference with J. Miller regarding same
07/04/11	K. Downey	0.70	650.00	455.00	Review and edit draft testimony
07/05/11	D. Beresford	8.20	740.00	6,068.00	Draft and revise rebuttal testimony; telephone conference with Big Rivers working group regarding same; develop witness preparation questions; telephone conference with J. Miller, M. Bailey, C.W. Blackburn et al. regarding potential settlement discussions
07/05/11	K. Downey	2.20	650.00	1,430.00	Review draft testimony; teleconference with Big Rivers regarding same
07/06/11	D. Beresford	8.30	740.00	6,142.00	Develop witness preparation questions; telephone conferences with J. Miller regarding potential settlement discussions; review S&P Rating Report; telephone conference with M. Bailey regarding settlement
07/06/11	K. Downey	3.00	650.00	1,950.00	Discussions with D. Beresford; review testimony and discovery responses; draft witness preparation questions
07/07/11	D. Beresford	7.80	740.00	5,772.00	Telephone conference with J. Miller regarding potential settlement, witness preparation; telephone conference with A. Spen regarding preparation; develop witness preparation questions
07/07/11	K. Downey	4.00	650.00	2,600.00	Discussions with D. Beresford; review testimony and discovery responses; draft witness preparation questions
07/08/11	D. Beresford	8.00	740.00	5,920.00	Develop witness preparation questions; prepare for settlement discussions; telephone conferences with J. Miller regarding same; review Kenergy rebuttal testimony



Date	Name	Hours	Rate	Amount	Description
07/08/11	K. Downey	4.20	650.00	2,730.00	Discussion with D. Beresford; review testimony and discovery responses; draft witness preparation questions
07/10/11	D. Beresford	5.00	740.00	3,700.00	Travel to Louisville
07/10/11	D. Beresford	1.80	740.00	1,332.00	Prepare for settlement discussions
07/11/11	D. Beresford	11.80	740.00	8,732.00	Attend settlement conference with KIUC et al; discussions with J. Miller regarding settlement and witness preparation; meeting in Henderson with J. Miller, B. Blackburn, M. Hite regarding settlement
07/11/11	K. Downey	4.00	650.00	2,600.00	Draft witness preparation questions
07/11/11	K. Downey	6.00	650.00	3,900.00	Travel to Evansville
07/12/11	D. Beresford	10.90	740.00	8,066.00	Witness preparation in Henderson for Messrs Bailey, Blackburn, Spen, Sealye; discussions regarding rate case issues
07/12/11	K. Downey	11.20	650.00	7,280.00	Witness preparation; research regarding same
07/13/11	D. Beresford	10.40	740.00	7,696.00	Witness preparation in Henderson; settlement discussions with KIUC et al.
07/13/11	K. Downey	10.30	650.00	6,695.00	Witness preparation
07/14/11	D. Beresford	5.60	740.00	4,144.00	Witness preparation in Henderson; discussions regarding settlement and hearing issues
07/14/11	D. Beresford	5.00	740.00	3,700.00	Travel to DC
07/14/11	K. Downey	4.00	650.00	2,600.00	Witness preparation and discussion of hearing preparation
07/14/11	K. Downey	6.00	650.00	3,900.00	Travel from Evansville
07/15/11	D. Beresford	7.90	740.00	5,846.00	Develop cross-examination questions; telephone conference with J. Miller regarding rate case issues; review pleadings and correspondence
07/15/11	K. Downey	3.00	650.00	1,950.00	Prepare non-disclosure certificate for KIUC confidentiality agreement; review testimony for cross-examination; correspondence
07/16/11	D. Beresford	3.70	740.00	2,738.00	Correspondence with J. Miller et al; regarding rate case issues; prepare for hearing
07/17/11	D. Beresford	2.90	740.00	2,146.00	Prepare for hearing; telephone conference with J. Miller regarding same
07/18/11	D. Beresford	7.90	740.00	5,846.00	Develop cross-examination questions; review [REDACTED]

Date	Name	Hours	Rate	Amount	Description
07/18/11	K. Downey	4.90	650.00	3,185.00	Review draft outline of brief; correspondence with Tyson Kamuf regarding same; research
07/19/11	D. Beresford	8.20	740.00	6,068.00	Develop cross-examination questions; review briefs, correspondence, rating agency reviews; telephone conference with J. Miller, S. Seelye et al. regarding rate case issues
07/19/11	K. Downey	6.90	650.00	4,485.00	Teleconference regarding hearing preparation; draft inserts for brief; research
07/20/11	D. Beresford	8.40	740.00	6,216.00	Develop cross-examination questions; review pleadings and correspondence
07/20/11	K. Downey	5.70	650.00	3,705.00	Draft inserts for brief; research
07/21/11	D. Beresford	8.60	740.00	6,364.00	Telephone conference with J. Miller, S. Seelye et al. regarding cross-examination; review Baron surrebuttal testimony; telephone conference with A. Spen regarding cross-examination; prepare cross-examination questions
07/21/11	K. Downey	6.70	650.00	4,355.00	Teleconference regarding hearing preparation; draft inserts for brief; research
07/22/11	D. Beresford	8.50	740.00	6,290.00	Prepare for cross-examination and hearing; telephone conference with J. Miller regarding same
07/22/11	K. Downey	4.00	650.00	2,600.00	Draft inserts for brief; research
07/24/11	D. Beresford	5.00	740.00	3,700.00	Travel to Frankfort
07/24/11	D. Beresford	3.50	740.00	2,590.00	Prepare for cross-examination and hearing
07/25/11	D. Beresford	12.80	740.00	9,472.00	Prepare for cross-examination and hearing; meeting with Big Rivers witnesses and general counsel regarding same
07/25/11	K. Downey	5.00	650.00	3,250.00	Travel to Frankfort
07/25/11	K. Downey	6.20	650.00	4,030.00	Witness preparation; discussions regarding hearing
07/26/11	D. Beresford	13.80	740.00	10,212.00	Prepare for and attend hearing at the Kentucky Public Service Commission; meeting and planning with Big Rivers officers and general counsel
07/26/11	K. Downey	10.10	650.00	6,565.00	View hearing; discussions regarding same; review notes
07/27/11	D. Beresford	14.90	740.00	11,026.00	Prepare for and attend hearing at the Kentucky Public Service Commission; prepare for cross examination; meeting regarding hearing

Date	Name	Hours	Rate	Amount	Description
07/27/11	K. Downey	11.70	650.00	7,605.00	View hearing; discussions regarding same; review and edit draft cross-examination
07/28/11	D. Beresford	10.70	740.00	7,918.00	Prepare for and attend hearing at the Kentucky Public Service Commission; meeting regarding same
07/28/11	K. Downey	9.90	650.00	6,435.00	View hearing; discussions regarding same
07/28/11	K. Downey	1.00	650.00	650.00	Travel from Frankfort
07/29/11	D. Beresford	5.00	740.00	3,700.00	Travel to DC
07/29/11	D. Beresford	2.90	740.00	2,146.00	Telephone conference and meeting regarding hearing and potential settlement; review documents regarding hearing
07/29/11	K. Downey	2.00	650.00	1,300.00	View hearing video
07/29/11	K. Downey	4.00	650.00	2,600.00	Travel from Louisville
07/30/11	K. Downey	4.50	650.00	2,925.00	Draft inserts for brief; research
<b>Professional Services</b>					<b>\$261,824.00</b>
Less Travel Discount					<b>(28,450.00)</b>
Less 10% Discount					<b>(23,337.40)</b>
<b>Total for Professional Services</b>					<b>\$210,036.60</b>

**Other Charges**

Photocopy	5.00
Computer Research	163.55
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Detroit Wash; July 10, 2011; BERESFORD,DOUGLAS L; 810150	47.00
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Detroit Wash; July 10, 2011; BERESFORD,DOUGLAS L; 810150	442.64
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Atlanta Wash; June 28, 2011; BERESFORD,DOUGLAS L; 810122	47.00
Travel - DINERS CLUB; Washington Louisville Washington; July 25, 2011; BERESFORD,DOUGLAS L; 810151	47.00
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Atlanta Wash; June 28, 2011; BERESFORD,DOUGLAS L; 810122	1,036.49

Travel - DINERS CLUB; Washington Louisville Washington; July 25, 2011; BERESFORD,DOUGLAS L; 810151	403.40
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Detroit Wash; July 10, 2011; DOWNEY,KEVIN MICHAEL; 810152	47.00
Travel - DINERS CLUB; Washington Louisville Washington; July 25, 2011; DOWNEY,KEVIN MICHAEL; 810154	47.00
Travel - DINERS CLUB; Washington Atlanta Evansville, IN Detroit Wash; July 10, 2011; DOWNEY,KEVIN MICHAEL; 810152	442.64
Travel - DINERS CLUB; Washington Louisville Washington; July 25, 2011; DOWNEY,KEVIN MICHAEL; 810154	403.40
Air Freight - Federal Express Inv#754033168 Airbill#797226615603	15.41
Miscellaneous - Kentucky Bar Association Out-of-State Certification Request fee - June 21, 2011 KEVIN M. DOWNEY	100.00
Hotel - Kentucky - June 28-30, 2011 DOUGLAS L. BERESFORD	331.20
Car Rental - Kentucky - June 28-30, 2011 DOUGLAS L. BERESFORD	139.16
Meals/Out of Town - Kentucky - June 28-30, 2011 DOUGLAS L. BERESFORD	58.80
Misc. Travel Charges - Gas - June 28-30, 2011 DOUGLAS L. BERESFORD	6.16
Misc. Travel Charges - Tips - June 28-30, 2011 DOUGLAS L. BERESFORD	12.00
Taxi - Kentucky - June 28-30, 2011 DOUGLAS L. BERESFORD	40.00
Air Freight - Federal Express Inv#754783176 Airbill#794901664870	16.58
Hotel - Kentucky - July 11-14, 2011 KEVIN M. DOWNEY	445.05
Meals/Out of Town - Kentucky - July 11-14, 2011 KEVIN M. DOWNEY	21.54
Taxi - Kentucky - July 11-14, 2011 KEVIN M. DOWNEY	33.00
Car Rental - Kentucky - July 11-14, 2011 KEVIN M. DOWNEY	210.66
Misc. Travel Charges - Change ticket fee - July 11-14, 2011 KEVIN M. DOWNEY	50.00
Misc. Travel Charges - Gasoline - July 11-14, 2011 KEVIN M. DOWNEY	14.22
Hotel - Kentucky - July 10-14, 2011 DOUGLAS L. BERESFORD	765.93
Taxi - Kentucky - July 10-14, 2011 DOUGLAS L. BERESFORD	57.00
Meals/Out of Town - Kentucky - July 10-14, 2011 DOUGLAS L. BERESFORD	37.36
Business Meals - Kentucky - July 10-14, 2011 DOUGLAS L. BERESFORD	254.84

BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1990464

August 15, 2011  
Page 6

Misc. Travel Charges - Flight change fee - July 10-14, 2011 DOUGLAS L. BERESFORD	50.00
Misc. Travel Charges - Tips - July 10-14, 2011 DOUGLAS L. BERESFORD	24.00
Air Freight - Federal Express Inv#755516433 Airbill#797269036300	15.21

Total for Other Charges

\$5,830.24

TOTAL CURRENT INVOICE

\$215,866.84

Timekeeper Summary

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	226.10	\$167,314.00
K. Downey	\$650.00	145.40	\$94,510.00
Total All Timekeepers		371.50	\$261,824.00

Outstanding Invoices

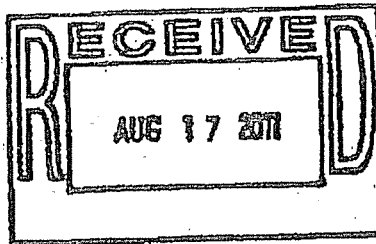
Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through August 15, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1999717	082571.000700	08/03/11	132,144.80	539.69	132,684.49	0.00		132,684.49
1890464	082571.000700	08/15/11	210,039.60	5,830.24	215,869.84	0.00		215,869.84
Total			342,184.40	6,369.93	348,554.33	0.00		348,554.33

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**Hogan  
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Columbia Square  
655 Thirteenth Street, NW  
Washington, DC 20004  
T +1 202 637 5600  
F +1 202 637 5910  
www.hoganlovells.com

August 15, 2011

Mr. C. William Blackburn  
Senior Vice President of Financial  
& Energy Services and  
Chief Financial Officer  
Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, Kentucky 42420

Dear Bill:

Enclosed please find our statement covering legal fees and disbursements for August 1-15, 2011.

If you have any questions or need additional information, please call me.

Sincerely,

A handwritten signature in cursive script that reads "Douglas L. Beresford".

Douglas L. Beresford

Partner  
douglas.beresford@hoganlovells.com  
D +1 202 637 5819

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Fed. ID. No.  
63-0694704

Invoice No. 1991907

Client No. 082571

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

August 15, 2011

\*\*\* COMBINED MATTER SUMMARY \*\*\*

For Professional Services and Other Charges Through August 15, 2011

	Professional Services	Other Charges	Total
2011 RATE CASE	\$66,727.00	\$1,601.04	\$68,328.04
LESS 10% DISCOUNT RATE CASE	(6,672.70)	0.00	(6,672.70)
Grand Total All Matters	\$60,054.30	\$1,601.04	\$61,655.34

BLA0019  
928225-0000  
0314  
0019

Albert Zuckerman  
8/19/2011

OK  
per T. B. B. B.  
8/19/11

Please include invoice number(s) on your check for faster processing.

PAYMENT IN U.S. DOLLARS MAY BE MADE BY WIRE TRANSFER TO OUR  
HOGAN LOVELLS US LLP - OPERATING ACCOUNT  
ACCOUNT# 2000010630000, WELLS FARGO BANK NA, 1300 I STREET, N.W.  
WASHINGTON, D.C. 20005  
ABA #054001220

FOR WIRES COMING FROM OUTSIDE THE US, PLEASE USE - SWIFT CODE HNSPLUS33 INSTEAD OF ABA

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BIG RIVERS ELECTRIC CORPORATION  
Client No. 082571  
Invoice No. 1991907

August 15, 2011

Big Rivers Electric Corporation  
P.O. Box 24  
Henderson, KY 42420

**Combined Timekeeper Summary**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
D. Beresford	740.00	42.30	31,302.00
K. Downey	650.00	54.50	35,425.00
Total All Timekeepers		96.80	66,727.00

**Combined Summary of Other Charges**

<u>Code</u>	<u>Description</u>	<u>Amount</u>
01	Photocopy	1.60
02	Printing	1.60
28	Air Freight	15.21
75	Car Rental	399.83
87	Hotel	547.58
88	Taxi	28.00
91	Misc. Travel Charges	49.00
95	Business Meals	551.22
97	Meals/Out of Town	9.00
	Total	1,601.04

Matter No. 082571.000700

2011 RATE CASE

Date	Name	Hours	Rate	Amount	Description
08/01/11	D. Beresford	4.90	740.00	3,626.00	Telephone conference with K. Downey and organize briefing; telephone conference with J. Miller regarding settlement potential
08/01/11	K. Downey	8.50	650.00	5,525.00	Draft inserts for brief; review hearing video; research; discussions with Doug Beresford; correspondence; review hearing data response materials
08/02/11	D. Beresford	5.80	740.00	4,292.00	Review and comment on hearing data responses; in house conferences regarding brief; organize and research brief
08/02/11	K. Downey	9.30	650.00	6,045.00	Draft inserts for brief; review hearing video; discussions with Doug Beresford; correspondence; review hearing data response materials
08/03/11	D. Beresford	6.80	740.00	5,032.00	Review and telephone conference regarding hearing data responses; telephone conference with J. Miller regarding hearing issues; telephone conference with J. Miller et al. regarding briefing issues; organize and research brief
08/03/11	K. Downey	10.20	650.00	6,630.00	Draft inserts for brief; review hearing data response materials; teleconference with Big Rivers; teleconference with Jim Miller, Tyson Kamuf, and Doug Beresford
08/04/11	D. Beresford	6.70	740.00	4,958.00	Organize and research brief; telephone conference with J. Miller regarding briefing issues; telephone conference regarding briefing
08/04/11	K. Downey	7.50	650.00	4,875.00	Draft inserts for brief; correspondence with Ted Kelly and Jon Summerville regarding depreciation section; review draft insert
08/05/11	D. Beresford	6.50	740.00	4,810.00	Draft and revise brief; telephone conference with Big Rivers group regarding brief; telephone conference with J. Miller regarding rate case issues; revise brief
08/05/11	K. Downey	3.60	650.00	2,340.00	Draft insert for brief; review draft brief; teleconference with Jim Miller, Tyson Kamuf, Doug Beresford, Steve Seelye, and John Wolfram
08/06/11	K. Downey	2.10	650.00	1,365.00	Review and edit draft brief

Date	Name	Hours	Rate	Amount	Description
08/07/11	K. Downey	2.00	650.00	1,300.00	Review draft brief; teleconference with Jim Miller, Tyson Kamuf, Steve Seelye, and John Wolfram
08/08/11	D. Beresford	3.80	740.00	2,886.00	Review, comment on and revise brief
08/08/11	K. Downey	6.20	650.00	4,030.00	Review and edit draft brief; review comments on brief; teleconference with Big Rivers regarding same
08/09/11	D. Beresford	3.80	740.00	2,812.00	Review, comment on and revise brief
08/09/11	K. Downey	3.40	650.00	2,210.00	Review and edit draft brief; review comments on brief; research; correspondence
08/11/11	K. Downey	0.50	650.00	325.00	Review briefs
08/12/11	K. Downey	1.20	650.00	780.00	Review briefs
08/15/11	D. Beresford	3.90	740.00	2,886.00	Review and comment on briefs
<b>Professional Services</b>					<b>\$66,727.00</b>
<b>LESS 10% DISCOUNT 2011 RATE CASE</b>					<b><u>(8,672.70)</u></b>
<b>Total for Professional Services</b>					<b>\$60,054.30</b>
<b>Other Charges</b>					
	Photocopy			1.60	
	Printing			1.60	
	Air Freight - Federal Express Inv#757053635 Airbill#797307720885			15.21	
	Hotel - Louisville, KY - July 24-28, 2011 DOUGLAS L. BERESFORD			547.58	
	Meals/Out of Town - Louisville, KY - July 24-28, 2011 DOUGLAS L. BERESFORD			9.00	
	Business Meals - Louisville, KY - July 24-28, 2011 DOUGLAS L. BERESFORD			551.22	
	Taxi - Louisville, KY - July 24-28, 2011 DOUGLAS L. BERESFORD			26.00	
	Car Rental - Louisville, KY - July 24-28, 2011 DOUGLAS L. BERESFORD			399.83	
	Misc. Travel Charges - Tips - July 24-28, 2011 DOUGLAS L. BERESFORD			30.00	
	Misc. Travel Charges - Seat Upgrade - July 24-28, 2011 DOUGLAS L. BERESFORD			19.00	
<b>Total for Other Charges</b>					<b><u>\$1,601.04</u></b>
<b>TOTAL CURRENT INVOICE</b>					<b><u>\$61,655.34</u></b>

Timekeeper Summary

Timekeeper	Rate	Hours	Amount
D. Beresford	\$740.00	42.30	\$31,302.00
K. Downey	\$650.00	54.50	\$35,425.00
Total All Timekeepers		96.80	\$66,727.00

Outstanding Invoices

Paid-in-full invoices and corresponding payments are not shown below.  
This summary reflects payments received through August 15, 2011.  
This statement includes the current invoice.

Invoice No.	Matter No.	Date	Fees	Other Charges	Total	Payments	Payments Date	Balance
1989717	082571.000700	08/03/11	132,144.80	539.69	132,684.49	0.00		132,684.49
1990464	082571.000700	08/15/11	210,038.60	5,830.24	215,868.84	0.00		215,868.84
1991807	082571.000700	08/15/11	60,054.30	1,601.04	61,655.34	0.00		61,655.34
Total			402,235.70	7,970.97	410,206.67	0.00		410,206.67

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