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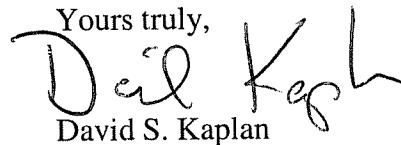
Ms. Elizabeth O'Donnell, Executive Director
Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602

Re: Application of Big Rivers Electric Corporation for Approval of Electrical
Interconnection Service to Thoroughbred Generating Company, LLC,
Case No. 2005-00300

Dear Ms. O'Donnell:

I am counsel of record for Kentucky Utilities Company ("KU") in *Thoroughbred Generating Company, LLC v. Kentucky State Board on Electrical Generation and Transmission Siting*, Muhlenberg Circuit Court, Civil Action No. 03-CI-00607. That matter is an appeal of the Siting Board's Order conditionally approving Thoroughbred Generating Company's Application for a Construction Certificate to Build a Merchant Generating Facility in Muhlenberg County. The Siting Board's Conditional Order was issued in PSC Case No. 2002-00150.

KU does not object to the Interconnection and Operating Agreement entered by Big Rivers and Thoroughbred to the extent that the Commission and Siting Board find that the Agreement fulfills the conditions set forth in the Siting Board's December 5, 2003 Order. Consistent with the position it has taken in the pending administrative appeal of that Order, KU continues to believe that those conditions should stand to ensure that Thoroughbred covers the entire cost of any required upgrades to KU's transmission system.

Yours truly,

David S. Kaplan

DSK:skn

cc: James M. Miller
Thomas J. Fitzgerald
Holland N. McTyeire, V
A. W. Turner, Jr.
Jennifer Keisling