

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION
CASE NO. 2007-00455**

**RESPONSES TO
ATTORNEY GENERAL'S INITIAL REQUEST FOR INFORMATION
TO ALCAN PRIMARY PRODUCTS CORPORATION AND
CENTURY ALUMINUM OF KENTUCKY**

1. **AG Request:**

Please provide documents showing Alcan's calculations of anticipated annual costs of power by element paid to Big Rivers/Kenergy, compared to actual power costs paid over the last three years. (The word "anticipated" in this request means and assumes the proposed smelter contracts are in place.)

Response:

Rio Tinto Alcan's anticipated annual cost of power is shown in the financial model filed by Big Rivers in this docket. Rio Tinto Alcan's actual power costs paid over the last three years is shown in Smelter Response to Commission Staff First Data Request, Item 7. It is not possible to compare power costs by elements because the rate structures are different

Witness Responsible: H.W. Fayne

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2. **AG Request:**

Please provide documents prepared by or for Alcan addressing and analyzing potential power agreements and options during the period 2006 and 2007.

Response:

Rio Tinto Alcan respectfully objects to this Item 2 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Rio Tinto Alcan further objects to Item 2 to the extent it seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving these objections, Rio Tinto Alcan states that options addressed during this period included the potential development of Wilson 2 by Big Rivers; the potential development of the Thoroughbred Plant in Muhlenburg County, Kentucky; the availability of energy from Big Rivers; the availability of energy from the regulated and/or unregulated subsidiaries of E.ON US; the availability of energy from Fortis Energy and the wholesale market generally; the availability of energy from Cash Creek, a potential project in Henderson County; the availability of energy from the proposed Estill County, Kentucky waste coal project.

Witness Responsible: G. Authier

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3. **AG Request:**

Please provide documents showing Alcan's planning and analysis and options being considered to meet power needs in the future.

Response:

Rio Tinto Alcan respectfully objects to this Item 3 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Rio Tinto Alcan further objects to Item 3 to the extent it seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving these objections, Alcan submits under seal pursuant to a petition for confidential treatment and to the Attorney General pursuant to an agreed upon Confidentiality Agreement a Report of Stone & Webster dated May 18, 2007.

Witness Responsible: G. Authier

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4. **AG Request:**

Please provide documents showing Century's calculations of anticipated annual costs of power by element paid to Big Rivers/Kenergy, compared to actual power costs paid over the last three years. (The word "anticipated" in this request means and assumes the proposed smelter contracts are in place.)

Response:

Century's anticipated annual cost of power is shown in the financial model filed by Big Rivers in this docket. Century's actual power costs paid over the last three years is shown in Smelter Response to Commission Staff First Data Request, Item 8. It is not possible to compare power costs by elements because the rate structures are different.

Witness Responsible: H.W. Fayne

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5. **AG Request:**

Please provide documents prepared by or for Century addressing and analyzing potential power agreements and options during the period 2006 and 2007.

Response:

Century respectfully objects to this Item 5 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Century further objects to the extent Item 5 seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving these objections, Century states that potential options addressed during this period included the potential development of Wilson 2 by Big Rivers; the potential development of the Thoroughbred Plant in Muhlenburg County, Kentucky; the availability of energy from Big Rivers; the availability of energy from the regulated and/or unregulated subsidiaries of E.ON US; the availability of energy from Fortis Energy and the wholesale market generally.

Witness Responsible: H.W. Fayne

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6. **AG Request:**

Please provide documents showing Century's planning and analysis and options being considered to meet power needs in the future.

Response:

Century respectfully objects to this Item 6 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Century further objects to the extent Item 6 seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving these objections, Century submits under seal pursuant to a petition for confidential treatment and to the Attorney General pursuant to an agreed upon Confidentiality Agreement a Report of Stone & Webster dated May 18, 2007 attached in response to Item 3. In addition, please see the response to Item 10.

Witness Responsible: H.W. Fayne

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7. AG Request:

Please reference the testimony of Authier, page 2. Has management approved the new power contract?

- a. If not, and the contract is not approved, would this not jeopardize the transaction?
- b. If the new power contract is not approved, is it not premature for the Joint Applicants to seek approval of the unwind until such time as the contract is approved?
- c. Is approval by management of Alcan and its ultimate participation in the unwind necessary to the success of the unwind? If not, please describe exactly why not.

Response:

The Alcan related contracts are in the Rio Tinto Alcan approval process now before the Chief Executive Officer of Rio Tinto Alcan with the favorable recommendation of the management group responsible for development of the contracts.

- a. Mr. Authier does not have information as to whether non-approval by Rio Tinto Alcan would jeopardize the transaction.
- b. No. The complex and unexpected Rio Tinto approval process for these contracts is a result of the recent acquisition of Alcan by Rio Tinto. Under the circumstances, it is prudent for the Commission to consider the Joint Application at this time.
- c. Please see the response to Item 7a.

Witness Responsible: G. Authier

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8. **AG Request:**

Please reference the testimony of Authier, page 3. Provide the documents, presentations and studies associated with the Rio Tinto Alcan review and approval process for the new power contract, including those documents provided to Rio Tinto's CEO and to Rio Tinto's Investment Committee.

Response:

Rio Tinto Alcan respectfully objects to this Item 6 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Rio Tinto Alcan further objects to Item 8 to the extent it seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving this objection, Rio Tinto Alcan submits under seal pursuant to a petition for confidential treatment and to the Attorney General pursuant to an agreed upon Confidentiality Agreement a document entitled Sebree's Long Term Power Supply, Summary of BREC Proposal dated November 2007 and will submit documents, to the extent relevant and non-privileged, relating to the Rio Tinto Alcan approval process upon completion of that process pursuant to a petition for confidential treatment.

Witness Responsible: G. Authier

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9. **AG Request:**

Please reference the testimony of Authier, page 3, lines 3-6. Is the type of contract at issue by Alcan in the unwind the type of contract which must be approved by Rio Tinto's Investment Committee? If not, why not?

- a. If so, has Rio Tinto's Investment Committee approved the contract?
- b. If not, and the contract is not approved, would this not jeopardize the transaction?
- c. If the new power contract is not approved, is it not premature for the Joint Applicants to seek approval of the unwind until such time as the contract is approved?
- d. Is approval by Rio Tinto's Investment Committee and Alcan's ultimate participation in the unwind necessary to the success of the unwind? If not, please describe exactly why not.

Response:

The Company is currently in the process of determining whether the contracts must be approved by the Investment Committee. Rio Tinto Alcan will update its response to this Item 9 when that determination has been made.

- a. Please refer to the above response.
- b. Please refer to the response to Item 7a.
- c. Please refer to the response to Item 7b.
- d. Please refer to the response to Item 7a.

Witness Responsible: G. Authier

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10. AG Request:

Please reference the testimony of Hale, page 2. Provide the documents, presentations and studies associated with the Board of Directors' review and approval process for the new power contract.

Response:

Century respectfully objects to this Item 10 on the grounds that the documents and information requested are confidential, proprietary and should not be disclosed absent a showing they are relevant to the public interest inquiry of this docket. Century further objects to Item 10 to the extent it seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving these objections, Century answers this Item 10 under seal pursuant to a petition for confidential treatment and to the Attorney General pursuant to an agreed upon Confidentiality Agreement.

Witness Responsible: W.R. Hale

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11. **AG Request:**

Please reference the testimony of Fayne, page 4, lines 7-13. For each smelter, provide the breakdown of current cost of production for each plant between alumina, labor, electricity and the next largest component (identify).

Response:

The answer to this Item 11 is being submitted under seal pursuant to a petition for confidential treatment and to the Attorney General pursuant to an agreed upon Confidentiality Agreement.

Witness Responsible: H.W. Fayne

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12. **AG Request:**

Please reference the testimony of Fayne, page 4, lines 7-13. For each smelter, provide the breakdown of the projected cost of production for each plant between alumina, labor, electricity and the next largest component (identify), assuming the new proposed power supply agreements.

Response:

The new proposed power supply agreements will produce costs for the companies which when adjusted would be essentially equivalent to the current supply arrangements through 2010 for Century and through 2011 for Alcan so the response to this Item 12 would be the same as the response to Item 11.

Witness Responsible: H.W. Fayne

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13. **AG Request:**

Provide documents which show the Smelters' expectations regarding environmental costs and the environmental surcharge over the next ten years, assuming the new proposed power supply agreements.

Response:

The Smelters respectfully object to Item 13 to the extent it seeks information protected by the attorney-client privilege or work product doctrine or documents prepared in anticipation of litigation. Without waiving this objection, the Smelters state that each is aware of a variety of proposals for federal legislation relating to CO2 emissions that would affect in ways not presently calculable the energy rates for all U.S. coal fired generation. The Smelters further state that they have not collectively prepared documents regarding environmental costs and the environmental surcharge over the next ten years. The Smelters' expectations are based on the projections prepared by Big Rivers and reflected in the financial model.

Witness Responsible: H.W. Fayne

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14. **AG Request:**

Please reference the testimony of Fayne, page 14, lines 6-7. Provide documents upon which the statement "if industry analysts are correct that the long term LME price will be \$2100 per metric ton, then long-term operation of the Smelters at the rates projected in the financial model will be a close call."

Response:

There are no documents. Mr. Fayne's testimony is based on the following assumptions:

LME price: \$2100/tonne
Electric costs @ \$45/MWh
7 kWh to produce a pound of metal
Alumina cost: 14% of the LME
Other costs at 2007 actual levels

Witness Responsible: H.W. Fayne

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15. **AG Request:**

Please reference the testimony of Fayne, page 15, lines 20-22 at "However there are some unknowns that must be resolved in the near term, the outcome of which could affect whether or not this transaction can be consummated." Describe the situations encompassed by your use of the term "unknowns."

Response:

The unknowns referenced are the City of Henderson and the Big Rivers refinancing, which are described on page 15, lines 1-7 of the testimony of Fayne.

Witness Responsible: H.W. Fayne

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16. **AG Request:**

Please reference the testimony of Fayne, page 15, lines 20-22: "However there are some unknowns that must be resolved in the near term, the outcome of which could affect whether or not this transaction can be consummated." Does this statement mean that even if this transaction is approved by the Commission, the failure to resolve the "unknowns" could result in a failure of the transaction being consummated?

- a. If so, is it prudent for the Commission to consider the application at this time?
- b. not, why not?

Response:

The smelters are optimistic that the outstanding issues with the City of Henderson will be resolved prior to the Commission's approval of the transaction. The Smelters believe that it is prudent for the Commission to consider the application at this time because Commission approval is precedent to Big Rivers' ability to implement the restructuring of its outstanding debt that is fundamental to its future operations.

Witness Responsible: H.W. Fayne

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17. **AG Request:**

If the smelters can not identify the "unknowns" and the failure to resolve them could result in the transaction not being consummated, then is it prudent at this time for the Commission to consider approval of this transaction? If not, why not?

Response:

Please refer to the response to Item 16.

Witness Responsible: H.W. Fayne

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18. AG Request:

Please reference the testimony of Fayne, page 16, lines 1-3 where the smelters state "there is an outstanding issue with the City of Henderson. If the resolution issue of that issue imposes additional cost to the Smelters, the transaction may no longer be viable."

- a. Are the smelters aware that Big Rivers is not currently negotiating with the City of Henderson?
- b. the resolution is important enough to the smelters that the outcome could jeopardize the transaction, is it not in the best interest of the smelters to insist that Big Rivers resolve the issue/negotiations? If not, why not?
- c. If not, do the smelters believe that if the transaction is approved and consummated that the City of Henderson will be handed a take-it-or-leave-it contract? If not, why not?

Response:

a, b, c: The resolution of the issues with the City of Henderson is extremely important. The Smelters understand that discussions with the City have been initiated and are optimistic that the issues will be resolved prior to the Commission approving this transaction.

Witness Responsible: H.W. Fayne

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19. **AG Request:**

Please reference the testimony of Fayne, page 16, lines 6-7. State the cost of financing level at which "if the cost of financing is higher than reflected in the financial model, the transaction may no longer be viable."

Response:

Pursuant to the terms of the Retail Contract, the Smelters are required to pay a TIER Adjustment Charge intended, with certain limitations, to ensure that Big Rivers achieves a TIER of 1.24 times its interest expense. As shown in the financial model prepared by Big Rivers and submitted in this proceeding, interest expense other than interest expense related to the sale-leaseback transaction is expected to average about \$45.4 million/year during the first three years of the contract, and decline thereafter. The interest expense reflected in the model is the target level of performance.

Witness Responsible: H.W. Fayne

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20. **AG Request:**

Please describe in detail the Smelters beliefs or opinions concerning Big Rivers financial, technical, operational and managerial abilities after the unwind versus prior to the unwind; i.e., bankruptcy.

Response:

The Smelters' acceptance of the financial model is based on their belief that Big Rivers will have the financial, technical, operational and managerial skills to operate the generation fleet and transmission system in a cost effective manner that will balance the system-wide need for reliability with spending levels that will allow the smelters to remain competitive in the world-wide aluminum market. The Smelters believe that Mr. Mark Bailey, who has broad and extensive investor owned utility experience in both generation and transmission, has the knowledge and skills to provide this leadership. The smelters are also familiar with and have respect for the operators of the plants who will transfer over from WKE.

The Smelters have no reason to question Big Rivers' competence vis-a-vis the prior era, but the importance of maintaining Big Rivers leadership that will view the smelters as an integral part of the cooperative system cannot be over emphasized. Mr. Bailey, who is new to Big Rivers, understands this importance. The Smelters are also cultivating a new and important relationship with the Members and with the Big Rivers Board of Directors that will be crucial in years to come.

Witness Responsible: H.W. Fayne

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21. **AG Request:**

Please reference the testimony of Mr. Coomes. Does the witness make the assumption that the smelters will remain in operation at current levels indefinitely if the unwind is approved, notwithstanding aluminum market conditions?

- a. If so, on what does he base that assumption?

Response:

No. Dr. Coomes recognizes that a significant decline in aluminum market conditions could force a shutdown of the smelters in Kentucky. However, he also recognizes that without a reliable and affordable energy supply, the Smelters will likely be forced to shutdown in the near term.

Witness Responsible: Dr. P.A. Coomes

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22. AG Request:

If the witness makes the assumption that a smelter is idled or closed, regardless of whether the unwind occurs, has he done any analysis on the impact on the utility rates for the residential class, the commercial class, or the industrial class?

- a. If not, why not?
- b. If yes, please provide the analysis, data, and conclusions for each class.
- c. If yes, please provide the analysis on the financial consequences to the community.


Response:

Dr. Coomes' study is intended to describe the impact on the community if the Smelters were shutdown. The study identifies the cost to the community in terms of lost jobs, lost tax revenues, and increased costs for social services. The study does not attempt to evaluate the impact on the cost of electricity.

Witness Responsible: Dr. P.A. Coomes

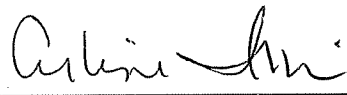
Verification

The undersigned, Wayne R. Hale, being duly sworn, states that the response to Item 10 of the Attorney General's First Request for Information is true and correct to the best of his information, knowledge and belief.

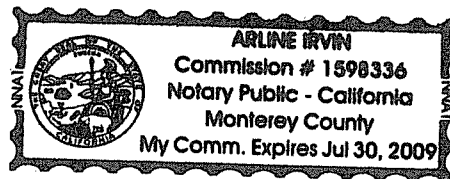

Wayne R. Hale

State of California)
) ss.
County of Monterey)

Subscribed and sworn to (or affirmed) before me on this 12th day of February, 2008, by Wayne R. Hale, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

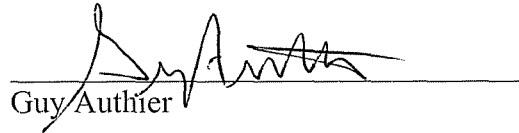


Signature of Notary Public

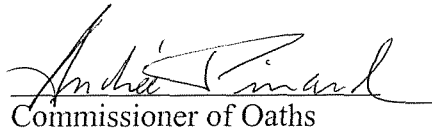


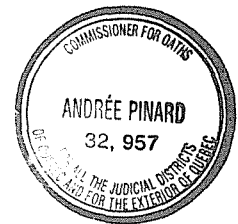
VERIFICATION

The undersigned, Guy Authier, states under oath that he is Vice-President, Alcan Primary Metal, Quebec-South & United States and Quebec joint ventures, and that the responses to Items 2, 3, 7, 8 and 9 of the Attorney General's Initial Request for Information are true and correct to the best of his information, knowledge and belief.


Guy Authier

The foregoing testimony of Guy Authier was Declared before me, this 11 day of February, 2008 in Montreal, Province of Quebec, Canada


Commissioner of Oaths



11 February 2008
Date

VERIFICATION

STATE OF CALIFORNIA)
) **SS:**
COUNTY OF _____)

The undersigned, Henry W. Fayne, being duly sworn, states that the response to Items 1, 4 through 6 and 11 through 20 of the Attorney General's First Request for Information are true and correct to the best of his information, knowledge and belief.



Henry W. Fayne

Subscribed and sworn to before me, a Notary Public in and before the County and State,
this _____ day of February, 2008.

Notary Public

My Commission Expires:

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

1 _____

2 _____

3 _____

4 _____

5 _____

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

County of Monterey

Subscribed and sworn to (or affirmed) before me on this

12th day of February, 2008, by
Date Month Year

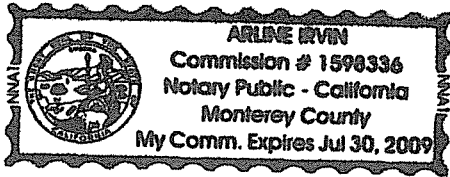
(1) Henry W. Fayne,
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (,)

(and

(2) _____,
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)



Signature Arlene Irvin
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

Further Description of Any Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1

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RIGHT THUMBPRINT OF SIGNER #2

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