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April 8, 2011

Via Federal Express

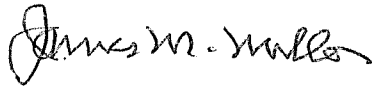
Mr. Jeff DeRouen
Executive Director
Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

Re: Big Rivers Electric Corporation
Case No. 2011-00036

Dear Mr. DeRouen:

Enclosed on behalf of Big Rivers Electric Corporation are an original and ten copies of Big Rivers' reply to the response of the Attorney General to Big Rivers' Petition for Confidential Treatment dated March 18, 2011 in the above-styled matter. I certify that a copy of this response has been served on the parties shown on the attached service list.

Sincerely yours,



James M. Miller
Counsel for Big Rivers Electric Corporation

Attachment

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APR 11 2011

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COMMISSION

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1 COMMONWEALTH OF KENTUCKY
2 BEFORE THE PUBLIC SERVICE COMMISSION
3

4 In the Matter of:

5
6 APPLICATION OF BIG RIVERS ELECTRIC)
7 CORPORATION FOR A GENERAL) CASE NO. 2011-00036
8 ADJUSTMENT IN RATES)
9

10 **BIG RIVERS ELECTRIC CORPORATION'S REPLY TO THE**
11 **ATTORNEY GENERAL'S OPPOSITION TO PETITION FOR CONFIDENTIALITY**
12

13 Big Rivers Electric Corporation ("Big Rivers") makes this reply, through counsel, to the
14 Attorney General's response in opposition to Big Rivers' petition for confidentiality. In support
15 of its petition, Big Rivers states:

16 The Attorney General concedes in his response that a person has a legitimate interest in
17 keeping his name separated from salary information in a public disclosure of information. This
18 is consistent with the Kentucky Court of Appeals' observation that "few things in our society are
19 deemed of a more intimate nature than one's income." *Zink v. Dept of Workers' Claims, Labor*
20 *Cabinet*, 902 S.W.2d 825, 828 (Ky. App. 1994). The solution offered by the Attorney General is
21 for Big Rivers to disclose only the position and salary of the employee, and not attach a name to
22 the position. But since each officer position is held by only one person, the Attorney General's
23 suggestion would allow even an unskilled researcher to associate names with compensation
24 information. This result would violate the legitimate interest identified by the Attorney General.

25 The Attorney General fails to demonstrate that the public's interest is not protected even
26 if the information for which confidential treatment is sought remains confidential. The portion
27 of the public that has any arguable, legitimate interest in Big Rivers' officers' and directors'
28 compensation is quite small. Big Rivers is a private cooperative utility, not a public agency in
29 which every resident of Kentucky has an interest. Two of the three Big Rivers member

1 distribution cooperatives are intervenors in this case, and each of the three have two distribution
2 cooperative directors who also serve on the Big Rivers board of directors. Those three
3 distribution cooperatives are Big Rivers' ratepayers; Big Rivers has no large retail base of
4 customers as was the case in the decisions cited by the Attorney General. The Attorney General,
5 who represents the general public, has already seen the Confidential Information. And of course
6 the Public Service Commission ("Commission") has access to the Confidential Information. In
7 the end, those parties with the most direct and legitimate interest in the Confidential Information
8 have access to it.

9 The Attorney General complains that Big Rivers cited two Commission confidentiality
10 decisions in its petition that the Attorney General is unable to retrieve from the Commission's
11 web site, namely Order dated April 30, 1997, *In the Matter of: Application of Louisville Gas and*
12 *Electric Company for an Order Approving an Agreement and Plan of Exchange and to Carry*
13 *Out Certain Transactions in Connection Therewith*, Case No. 89-374, and Letter dated
14 December 1, 2003, in PSC Case Nos. 2003-00334 and 2003-00335. Big Rivers has retrieved
15 those decisions online, and attaches them hereto for convenience.

16 Big Rivers wishes to correct a statement made in its petition for confidential treatment.
17 The sentence that begins on page 3, at line 27, should read: "Nevertheless, there is no legitimate
18 public interest in public disclosure of the Confidential Information because Big Rivers has only
19 three customers – its three distribution cooperative members. Each distribution cooperative has
20 two members of its board of directors on the Big Rivers board of directors, and those directors
21 are already aware of the Confidential Information."

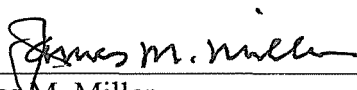
22 The Confidential Information is not publicly available, is not disseminated within Big
23 Rivers except to those employees and professionals with a legitimate business need to know and

1 act upon the information, and is not disseminated to others without a legitimate need to know
2 and act upon the information. The Commission, the Attorney General (representing the public),
3 and intervenors in this case (including an association of retail large industrial customers served
4 by one of Big Rivers' member distribution cooperatives who purchase more than 70% of the
5 electricity generated by Big Rivers) have access to the Confidential Information and can use it
6 for purposes of this rate case. There is no legitimate public interest to justify disclosing this
7 "intimate" Confidential Information to the public at large.

8 WHEREFORE, Big Rivers respectfully requests that the Commission classify and protect
9 as confidential the Confidential Information.

10 On this the 8th day of April, 2011.

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COUNSEL FOR BIG RIVERS
ELECTRIC CORPORATION

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF LOUISVILLE GAS AND)
ELECTRIC COMPANY FOR AN ORDER)
APPROVING AN AGREEMENT AND PLAN) CASE NO. 89-374
OF EXCHANGE AND TO CARRY OUT)
CERTAIN TRANSACTIONS IN CONNECTION)
THEREWITH)

O R D E R

This matter arising upon request of Louisville Gas and Electric Company ("LG&E"), filed April 2, 1997, pursuant to 807 KAR 5:001, Section 7, for confidential protection of the names of individual employees who transferred from LG&E to LG&E Energy Corp. during 1996 on the grounds that the information relates to details of the private lives of employees whose privacy interest in the information outweighs the public interest in the information, and it appearing to this Commission as follows:

In accordance with the Commission's Order of May 25, 1990, LG&E has filed certain information regarding its holding company, LG&E Energy Corp. and its affiliates. Included in the information are the names, years of service, salaries and job titles of employees who transferred from LG&E to LG&E Energy Corp. during 1996. LG&E seeks to protect only the names of those employees.

KRS 61.878(1)(a) exempts from disclosure "information of a personal nature where the public disclosure thereof would constitute a clearly unwarranted invasion of personal privacy." This provision is intended to protect from public disclosure any information

contained in public records that reveals the details of an individual's private life when the individual's privacy interest in the information outweighs the public interest in the information. Board of Education of Fayette County v. Lexington-Fayette Urban County Rights Commission, Ky. App., 625 S.W. 2nd 109, 111 (1981).

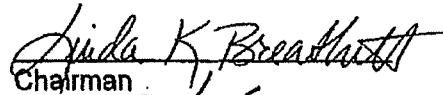
As a public utility, LG&E's compensation to its employees is subject to scrutiny not only by this Commission but also by its customers, who ultimately pay the expense of such compensation in the rates they are charged for service. Therefore, information on file with the Commission regarding the salaries paid generally within each employee classification should be available for customers to determine whether those salaries are reasonable. However, the right of each individual employee within a job classification to protect such information as private outweighs the public interest in the information. Thus, the salary paid to each individual within a classification is entitled to protection from public disclosure.

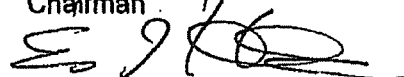
This Commission being otherwise sufficiently advised,


IT IS ORDERED that the names of the individual employees in the information filed by LG&E, which LG&E has petitioned be withheld from public disclosure, shall be held and retained by this Commission as confidential and shall not be open for public inspection.

Done at Frankfort, Kentucky, this 30th day of April, 1997.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director



Paul E. Patton, Governor
Janle A. Miller, Secretary
Public Protection and
Regulation Cabinet
Thomas M. Dorman
Executive Director
Public Service Commission

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Martin J. Huelsmann
Chairman
Gary W. Gillis
Vice Chairman
Robert E. Spurlin
Commissioner

December 1, 2003

Linda S. Portasik, Esq.
Senior Corporate Attorney
LG&E Energy Corp.
220 West Main Street
Louisville, KY 40232

RE: KU/LG&E's Petition for Confidential Protection
Cases No. 2003-00334 and 2003-00335

Dear Ms. Portasik:

The Commission has received your petition filed November 21, 2003, to protect as confidential certain information relating to the compensation paid to certain professional employees. A review of the information has determined that it is entitled to the protection requested on the grounds relied upon in the petition, and it will be withheld from public inspection.

If the information becomes publicly available or no longer warrants confidential treatment, you are required by 807 KAR 5:001, Section 7(9)(a), to inform the Commission so that the information may be placed in the public record.

Sincerely,

Thomas M. Dorman
Executive Director

cc: Parties of Record



AN EQUAL OPPORTUNITY EMPLOYER M/F/D

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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PUBLIC SERVICE
COMMISSION

In the Matter of:

AN INVESTIGATION PURSUANT TO KRS)
278.260 OF THE EARNINGS SHARING)
MECHANISM TARIFF OF KENTUCKY) CASE NO. 2003-00334
UTILITIES COMPANY)

AND

AN INVESTIGATION PURSUANT TO KRS)
278.260 OF THE EARNINGS SHARING)
MECHANISM TARIFF OF LOUISVILLE) CASE NO. 2003-00335
GAS AND ELECTRIC COMPANY)

**PETITION
OF KENTUCKY UTILITIES COMPANY AND
LOUISVILLE GAS AND ELECTRIC COMPANY
FOR CONFIDENTIAL PROTECTION**

Kentucky Utilities Company ("KU") and Louisville Gas and Electric Company ("LG&E") (collectively, the "Companies") hereby petition the Public Service Commission of Kentucky ("Commission"), pursuant to 807 KAR 5:001, Section 7, to grant confidential protection to certain information relating to the compensation paid to certain professional employees, which information is being provided in response to Commission Data Request Nos. 6 and 26 (proffered October 30, 2003) in the above-captioned proceedings. In support of this Petition, KU and LG&E state as follows:

1. The Kentucky Open Records Act exempts from disclosure certain information of a personal nature. KRS 61.878(1)(a). The above-referenced compensation information contains

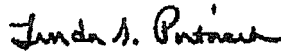
such sensitive personal information, the disclosure of which would constitute a clearly unwarranted invasion of privacy.

2. The information for which KU and LG&E are seeking confidential treatment is not known outside of the Companies, and it is not disseminated within KU and LG&E except to those employees with a legitimate business need to know the information, such as employees within the Human Resources department.

3. In accordance with the provisions of 807 KAR 5:001 Section 7, the Companies are filing herein one copy of their respective responses to Commission Request Nos. 6 and 26 with the confidential information highlighted, and ten (10) copies for public inspection, with such confidential information fully redacted.

WHEREFORE, Kentucky Utilities Company and Louisville Gas and Electric Company respectfully request that the Commission grant confidential protection, or in the alternative, schedule an evidentiary hearing on all factual issues.

Respectfully submitted,



Linda S. Portasik
Senior Corporate Attorney
220 West Main Street
P.O. Box 32010
Louisville, Kentucky 40232
Telephone: (502) 627-2557

COUNSEL FOR
LOUISVILLE GAS AND
ELECTRIC COMPANY


CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing was served via U.S. mail, first-class, postage prepaid, this 21st day of November, 2003.

Elizabeth A. Blackford, Esq.
Assistant Attorney General
Office for Rate Intervention
1024 Capital Center Drive
Frankfort, KY 40601

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Michael A. Laros
Managing Director/Co-President
Barrington-Wellesley Group, Inc.
2479 Lanam Ridge Road
Nashville, Indiana 47448



Counsel for Louisville Gas and Electric
Company and Kentucky Utilities Company

CONFIDENTIAL INFORMATION REDACTED

KENTUCKY UTILITIES COMPANY

CASE NO. 2003-00334

Response to First Data Request of Commission Staff dated October 30, 2003

Question No. 6

Responding Witness: Paula H. Pottinger, Ph.D.

Q-6. Refer to pages 5 and 6 of the Pottinger Testimony. Concerning the impact that the E.ON AG ("E.ON") acquisition had on incentive payments in 2002, prepare a comparison showing the level of incentives actually awarded versus what the levels would have been absent the impact of the E.ON merger agreement. Include an explanation of the impacts of the merger agreement on the incentive payments.

A-6. Total annual incentive paid in 2002 = [REDACTED]

Total calculated using actual 2002 results = [REDACTED]

Difference = [REDACTED]

Only \$ [REDACTED] of the difference was paid to officers. The remainder was paid to employees below the officer level.

The E.ON merger agreement provided protection of bonuses at a minimum of target for 2002.

The figures above include incentive payments made to employees of all companies, not just KU.

KENTUCKY UTILITIES COMPANY

CASE NO. 2003-00334

Response to First Data Request of Commission Staff dated October 30, 2003

Question No. 26

Responding Witness: Paula H. Pottinger, Ph.D. / S. Bradford Rives

- Q-26. For each senior executive participating in the ESTICP and for each key employee participating in the LTICP, provide the following information for calendar years 2000, 2001, and 2002. Identify the participating employees by job title only.
- a. The total compensation paid to the employee.
 - b. A breakdown of the total compensation between the following categories:
 - (1) Base salary.
 - (2) ESTICP.
 - (3) LTICP.
 - (4) Other incentive and/or compensation plans.
 - c. Indicate the amount of the total compensation directly charged to KU, LG&E Services, LG&E Energy, and other LG&E Energy affiliates and subsidiaries.
 - d. Indicate the amount of the total compensation allocated from LG&E Services to KU.
 - e. Indicate the amount of the total compensation allocated from other LG&E Energy affiliates and subsidiaries to KU.
- A-26. a. The attached schedule, filed under seal pursuant to the Company's Petition for Confidential Treatment submitted concurrently herewith, shows the base, ESTICP and LTICP by officer in position at the end of each calendar year. Please note, as we have previously discussed, that no ESTIP nor LTICP has been charged to the utility's ratepayers. Furthermore, the only portion of the compensation expense charged to the ratepayers is a very modest portion of the officers' base salaries.
- b. (1) Base salary reflected in the schedule is the gross wage earned for the respective officer in each calendar year.

- (2) ESTICP reflected in the schedule is the short-term incentive earned for the calendar year, paid in the beginning of the following year, with the exception of 2000 which was paid at the end of 2000.
- (3) LTICP reflected in the schedule are those components paid during the calendar year. These components are stock option exercises, performance unit payouts and the vesting of restricted stock awards.
- (4) The above items reflect the only incentive and/or compensation plans for the relevant years. The Company does have various perquisites, programs and specific employee arrangements that are not based on company performance, are not paid pursuant to a plan and accordingly are not reflected in the schedule.

Other than the short and long term incentive plans, there are no other compensation plans available to the senior executives and key employees of KU, LG&E Services, and LG&E Energy. Base salary is not administered through a compensation plan, rather company policy and practice.

- c. The amounts charged to KU, LG&E Services, LG&E Energy, and other LG&E Energy affiliates and subsidiaries are all amounts except those labeled "paid time off". "Paid time off" is handled through a clearing account which is part of the burden process, generally following the allocation of base pay.
- d. The schedule reflects the amount of base salary, ESTICP and LTICP allocated to KU.
- e. No amounts were allocated from other LG&E Energy affiliates and subsidiaries to KU.

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CONFIDENTIAL INFORMATION

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2009 Compensation Summary

Base Salary	
Short Term Incentive Plan	
Long-Term Incentive Plan	
Total	
Accounting Distribution for Base	
LDLE	
LDLE-Subsidiary	
LDLE-Subsidiary	
LDLE Energy and other Non-Utility Affiliates	
Total	
Accounting Distribution for Short Term Incentive	
LDLE	
LDLE-Subsidiary	
LDLE-Subsidiary	
LDLE Energy and other Non-Utility Affiliates	
Total	
Accounting Distribution for Long Term Incentive	
LDLE	
LDLE-Subsidiary	
LDLE-Subsidiary	
LDLE Energy and other Non-Utility Affiliates	
Total	
Accounting Distribution Summary	
LDLE	
LDLE-Subsidiary	
LDLE-Subsidiary	
LDLE Energy and other Non-Utility Affiliates	
Total	

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CEO	CEO-750,620	Total
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2004 Compensation Summary

Item Category	Year	Total
Short Term Incentive Plan		
Long-Term Incentive Plan		
Accounting Distribution for Share		
LQEZ		
LQEZ-Below the line		
KU		
KU-Below the line		
LQEZ Energy and other Non-Duty Activities		
PAID Through OCT		
Total		
Accounting Distribution for Short Term Incentive		
LQEZ		
LQEZ-Below the line		
KU		
KU-Below the line		
LQEZ Energy and other Non-Duty Activities		
Total		
Accounting Distribution for Long-Term Incentive		
LQEZ		
LQEZ-Below the line		
KU		
KU-Below the line		
LQEZ Energy and other Non-Duty Activities		
Total		
Accounting Distribution Summary		
LQEZ		
LQEZ-Below the line		
KU		
KU-Below the line		
LQEZ Energy and other Non-Duty Activities		
PAID Through OCT		
Total		

CONFIDENTIAL INFORMATION REDACTED

CONFIDENTIAL INFORMATION

View Print/Print	Total
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2002 Compensation Summary

Base Salary	
Short Term Incentive Plan	
Long-Term Incentive Plan	
Total	
Accounting Distribution for Base	
LDSE	
LDSE-Other	
RD	
RD-Base and the	
LDSE Energy and other Non-City Activities	
Paid from CH	
Total	
Agency Cost for Short Term Incentive	
LDSE	
LDSE-Other	
RD	
RD-Base and the	
LDSE Energy and other Non-City Activities	
Total	
Agency Cost for Long Term Incentive	
LDSE	
LDSE-Other	
RD	
RD-Base and the	
LDSE Energy and other Non-City Activities	
Total	
Accounting Distribution Summary	
LDSE	
LDSE-Other	
RD	
RD-Base and the	
LDSE Energy and other Non-City Activities	
Paid from CH	
Total	