

SULLIVAN, MOUNTJOY, STAINBACK & MILLER PSC

ATTORNEYS AT LAW

Ronald M. Sullivan

Jesse T. Mountjoy

Frank Stainback

James M. Miller

Michael A. Fiorella

Allen W. Holbrook

R. Michael Sullivan

Bryan R. Reynolds

Tyson A. Kamuf

Mark W. Starnes

C. Ellsworth Mountjoy

Mary L. Moorhouse

May 11, 2012

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

RECEIVED

MAY 14 2012

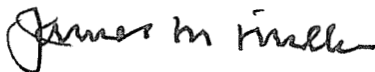
PUBLIC SERVICE  
COMMISSION

RE: *In the Matter of: Application of Big Rivers Electric Corporation for Approval to Issue Evidences of Indebtedness*  
PSC Case No. 2012-00119

Dear Mr. DeRouen:

Enclosed for filing on behalf of Big Rivers Electric Corporation ("Big Rivers") are an original and ten copies of Big Rivers' response to motion of Kentucky Industrial Utility Customers, Inc. ("KIUC") to amend procedural order dated May 9, 2012. I certify that a copy of this letter and a copy of Big Rivers' response to motion of KIUC to amend procedural order have been served on each of the persons shown on the attached service list.

Sincerely yours,



James M. Miller

Enclosures

cc: Mark A. Hite  
Albert Yockey

Telephone (270) 926-4000

Telecopier (270) 683-6694

100 St. Ann Building

PO Box 727

Owensboro, Kentucky

42302-0727

SERVICE LIST  
BIG RIVERS ELECTRIC CORPORATION  
PSC CASE NO. 2012-00119

Michael L. Kurtz, Esq.  
Kurt J. Boehm, Esq.  
Boehm, Kurtz & Lowry  
36 East Seventh Street  
Suite 1510  
Cincinnati, OH 45202

**Counsel for Kentucky Industrial  
Utility Customers, Inc.**

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF BIG RIVERS ELECTRIC )  
CORPORATION FOR APPROVAL TO ISSUE ) Case No.  
EVIDENCES OF INDEBTEDNESS ) 2012-00119

RESPONSE OF BIG RIVERS ELECTRIC CORPORATION  
TO MOTION OF KENTUCKY INDUSTRIAL  
UTILITY CUSTOMERS, INC. TO AMEND PROCEDURAL ORDER

The Public Service Commission (“Commission”) entered a procedural order in this case on April 4, 2012. The last event scheduled on the procedural order was the filing by Big Rivers of responses to supplemental requests for information, which are due and will be filed today, May 11, 2012.

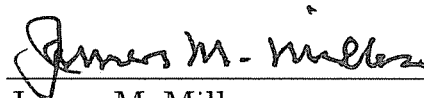
Intervenor Kentucky Industrial Utility Customers, Inc. (“KIUC”) filed a motion on May 10, 2012, seeking an amendment to the procedural schedule to allow KIUC “to file testimony or comments no later than May 18, 2012.” The KIUC motion includes a sentence that: “It is KIUC’s present intention to file written comments in lieu of testimony.”

Big Rivers requested in its application that the Commission enter an order in this matter no later than May 25, 2012, to allow sufficient time for expiration of the statutory period for appeal of the order prior to the scheduled closing date for the proposed financing transactions, which is June 29, 2012. Meeting the scheduled closing date is very important to Big Rivers. As stated in Big Rivers’ application and data request responses, Big Rivers needs to capture

the cost savings anticipated from the proposed borrowings. And because the Treasury rates on which the rates for the two term loans proposed by Big Rivers will be based have been trending downward recently, there is an opportunity for greater savings than were anticipated in Big Rivers' application.

In reliance upon the statement by KIUC that its present intention is to file written comments in lieu of testimony, a statement which KIUC counsel verbally confirmed to Big Rivers counsel yesterday, Big Rivers does not object to the KIUC motion to amend the procedural schedule. But Big Rivers does reserve the right to respond promptly to the KIUC comments if Big Rivers considers a response necessary under the circumstances to protect the relief it is seeking, or the scheduled closing date.

Respectfully submitted, this 12th day of May, 2012.



---

James M. Miller  
Tyson Kamuf  
SULLIVAN, MOUNTJOY, STAINBACK  
& MILLER, P.S.C.  
100 St. Ann Street  
P.O. Box 727  
Owensboro, Kentucky 42302-0727  
(270) 926-4000

Counsel for Big Rivers Electric Corporation