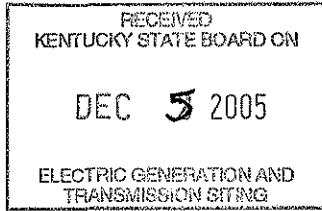


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December 2, 2005

Via Federal Express

Ms. Elizabeth O'Donnell
Executive Director
Kentucky State Board on Electric
Generation and Transmission Siting
211 Sower Blvd., P.O. Box 615
Frankfort, KY 40602-0615

Re: In the Matter of : Application of Thoroughbred Generating
Company, LLC, Kentucky State Board on Electric
Generation and Transmission Siting, Case No. 2002-00150

Dear Ms. O'Donnell:

Enclosed are an original and ten copies of the response of Big Rivers Electric Corporation to Thoroughbred Generating Company, LLC's motion for approval of the Interconnection and Operating Agreement. I certify that copies of these documents have been served on the parties to this action.

Sincerely yours,

A handwritten signature in black ink, appearing to read "James M. Miller".

James M. Miller

JMM/ej
Enclosures

cc: David Spainhoward
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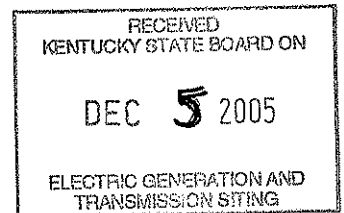
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COMMONWEALTH OF KENTUCKY
BEFORE THE KENTUCKY STATE BOARD
ON ELECTRIC GENERATION AND TRANSMISSION SITING



IN THE MATTER OF:

THE APPLICATION OF THOROUGHBRED)
GENERATING COMPANY, LLC FOR A) CASE NO.
MERCHANT POWER PLANT CONSTRUCTION) 2002-00150
CERTIFICATE IN MUHLENBERG COUNTY, KY)

**RESPONSE OF BIG RIVERS ELECTRIC CORPORATION TO
THOROUGHBRED GENERATING COMPANY, LLC'S MOTION TO APPROVE
INTERCONNECTION AND OPERATING AGREEMENT**

Thoroughbred Generating Company, LLC ("Thoroughbred") filed a "Motion to Approve the IOA and Filing of the Commission's November 8, 2005 Order" with the Kentucky State Board on Electric Generation and Transmission Siting ("Siting Board") on November 22, 2005. In that motion, Thoroughbred asks the Siting Board to issue an order (1) approving an Interconnection and Operating Agreement ("IOA") between Thoroughbred and Big Rivers Electric Corporation ("Big Rivers"), (2) finding that the IOA is in compliance with KRS 278.212(1), all other provisions of Kentucky, and the Siting Board's December 5, 2003 Order, and (3) finding that the IOA is otherwise fair, just, reasonable and non-discriminatory.

For its response to Thoroughbred's motion, Big Rivers states, through counsel, that it has no objection to the Siting Board granting the relief requested by Thoroughbred in its motion. Big Rivers would suggest, however, that because the Public Service Commission ("Commission") has jurisdiction over the rates and services of utilities in Kentucky, along with the statutory duty to enforce the provisions of KRS Chapter 278 (KRS 278.040), the Commission's November 8, 2005 order in P.S.C. Case No. 2005-00300 is dispositive of the question of whether the Big Rivers/Thoroughbred Interconnection and Operating Agreement ("IOA") complies with KRS 278.212(2). In Big Rivers' view, the question before the Siting

Board is whether Thoroughbred, through its contractual commitments in the IOA or otherwise, has complied in all other respects with the conditions imposed by the Siting Board in its order dated December 5, 2003.

On this the 2nd day of December 2005.

Respectfully submitted,

SULLIVAN, MOUNTJOY, STAINBACK
& MILLER, P.S.C.

A handwritten signature in black ink, appearing to read "James M. Miller", is written over a horizontal line.

James M. Miller
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