DORSEY, KING, GRAY, NORMENT & HOPGOOD

ATTORNEYS-AT-LAW

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November 5, 2008

FEDEX

PECEWED

NOV 06 2008

Ms. Stephanie Stumbo Public Service Commission 211 Sower Boulevard Frankfort, Kentucky 40601 PUBLIC SERVICE COMMISSION

Re: PSC Case No. 2007-00455

Dear Ms. Stumbo:

Enclosed for filing please find the original and six (6) copies of Response of Member Cooperatives to Attorney General's Supplemental Requests for Information (dated October 24, 2008). The undersigned hereby certifies that I am the preparer or the person supervising the preparation of this response and that each response therein is true and accurate to the best of my knowledge, information and belief formed after reasonable inquiry.

Your assistance in this matter is appreciated.

Very truly yours,

DORSEY, KING, GRAY, NORMENT & HOPGOOD

By

Frank N. King, Jr.

Counsel for Kenergy Corp.

FNKJr/cds Encls.

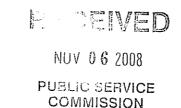
COPY/w/encls.: Service List

Mr. Burns Mercer

Mr. G. Kelly Nuckols Mr. Sanford Novick

Mr. Jack D. Gaines

Ms. Melissa Yates



COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

In the Matter of:

The applications of Big Rivers Electric)	
Corporation for:	
(I) Approval of Wholesale Tariff Additions)	
for Big Rivers Electric Corporation, (II)	
Approval of Transactions, (III) Approval)	CASE No. 2007-00455
to Issue Evidences of Indebtedness, and (IV))	
Approval of Amendments to Contracts; and)	
)	
Of E.ON U.S. LLC, Western Kentucky	
Energy Corp. and LG&E Energy Marketing,)	
Inc. for Approval of Transactions)	

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS FOR INFORMATION (dated October 24, 2008)

REQUEST 1. Please update responses to all previous data requests from the Office of Attorney General with any additional responsive documents and information since the date of the last response to such data requests. If no update exists for a specific question, the responses indicating that fact can be grouped in a joint response.

RESPONSE:

The following (i) identifies each data request propounded to the Member Cooperatives by the Attorney General in this matter, and (ii) states whether or not an item in the data request should be updated in this response. If an item is updated, the reference to the updated item is indicated. If the response is "No update required," that means the

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS FOR INFORMATION (dated October 24, 2008)

CASE NO. 2007-00455

information provided by the Member Cooperatives or Big Rivers in response to the original data request, taken together with subsequent information filed by the Member Cooperatives or Big Rivers in this case, is complete.

Attorney General's Initial Request for Information To Member Cooperatives dated February 1, 2008

- 1. The only update is that the downgrades to AMBAC and AIG have affected the Member Cooperatives' view of the existing deal and its associated risks which contributed to a renewed support for the unwind transaction even though projected costs of the unwind have increased. There are no other updates required.
- 2. No update required.
- 3. No update required.

Attorney General's Supplemental Requests for Information To Member Cooperatives dated February 27, 2008

1. Copies of the power point presentations to the three Member Cooperative boards of directors are provided. They are: "Comparative Unwind Economics, 9/30/08—JPE," "Comparative Unwind Economics, 9/30/08—Kenergy," and "Comparative Unwind Economics, 9/30/08—Meade." No other updates are required.

Witnesses: Burns Mercer

G. Kelly Nuckols Sanford Novick Jack D. Gaines RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS

FOR INFORMATION

(dated October 24, 2008)

CASE NO. 2007-00455

REQUEST 2. Please state whether or not any further agreements or understandings exist

between the member cooperatives and any other party or entity regarding the proposed

transaction which have not been explicitly identified or presented to the Commission

which could be construed or understood as a "side deal" as that term is commonly

understood. If any such "side deal" does exist, identify each one and describe it in detail.

RESPONSE:

None.

Witnesses: Burns Mercer

G. Kelly Nuckols Sanford Novick Jack D. Gaines

3

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS FOR INFORMATION

(dated October 24, 2008)

CASE NO. 2007-00455

REQUEST 3. Please quantify the amount of additional equity capital which the member cooperatives currently could invest in BREC, and the source of such additional equity capital from the member cooperatives.

RESPONSE:

The Member Cooperatives have no additional equity capital that they could currently invest in Big Rivers. The Member Cooperatives expect to accumulate equity capital, in the form of patronage capital, in Big Rivers over time. The Member Cooperatives' only material means of raising additional equity capital would be to increase margins by increasing rates charged to their members.

Witnesses: Burns Mercer

G. Kelly Nuckols Sanford Novick Jack D. Gaines

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS

FOR INFORMATION

(dated October 24, 2008)

CASE NO. 2007-00455

REOUEST 4. Please provide a comparison of an average bill for a residential consumer

in the member cooperative service area in 2009 (assuming modeled BREC rates) to most

current average bills for residential consumers in the service areas of other regulated

retail electric providers in Kentucky.

RESPONSE:

The July Comparison of Residential Electric Bills as of 7/1/08 as prepared by the Public Service Commission of Kentucky is attached. The rates shown for the Member

Cooperatives will be unchanged in 2009 as a result of the unwind because the Member

Rate Stability Mechanism will offset the effects of the other riders.

Witness: Jack D. Gaines

5

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS FOR INFORMATION

(dated October 24, 2008)

CASE NO. 2007-00455

REQUEST 5. Describe and quantify how revisions to the Smelter Agreements

accomplish "final resolution between Kenergy Corp. and the Smelters regarding certain

patronage capital matters." (Second Supplemental Testimony of C. William Blackburn,

at page 4.)

RESPONSE:

The patronage capital matters involved assurances for both Kenergy and the smelters regarding the allocation and retirement of capital credits. Matters pertaining to payments

on account of property rights also were included.

Proposed Smelter Agreements are included as Exhibit 81a and Exhibit 81b in Book 2 of 8 of Applicants' Motion to Amend and Supplement Application. Section 13.4 of each agreement contains identical provisions relating to patronage capital issues, and also to issues regarding payments on account of property rights. In sections 13.4.1 through 13.4.4 Kenergy and each smelter have specifically agreed to certain matters. These cover most if not all of the issues we believe could likely develop between Kenergy and the

smelters on these matters after the Smelter Agreements are effective.

In section 13.4.5 Kenergy and each smelter recognize that the matters agreed upon in sections 13.4.1 through 13.4.5 are not the exclusive provisions for determining a smelter's entitlement to distributions of patronage capital or payments on account of property rights. Thus, if unanticipated issues develop later either Kenergy or a smelter would

have the right to take whatever action it deemed appropriate to enforce its position.

Witness:

Sanford Novick

6

RESPONSE OF MEMBER COOPERATIVES TO ATTORNEY GENERAL'S SUPPLEMENTAL REQUESTS FOR INFORMATION (dated October 24, 2008)

CASE NO. 2007-00455

Melissa Yates DENTON & KEULER 555 Jefferson Street, Suite 301 Paducah, KY 42001 (270) 443-8253 Telephone (270) 442-6003 Telefax

and

Frank N. King, Jr.
DORSEY, KING, GRAY, NORMENT & HOPGOOD
318 Second Street
Henderson, Kentucky 42420
(270) 826-3965 Telephone

(270) 826-6672 Telefax

Attorneys for Member Cooperatives

FRANK N KING I

CERTIFICATE OF SERVICE

I hereby certify that the foregoing was served on the persons named in the attached service list by mailing true and correct copies of same this the 5th day of November, 2008.

Frank N. King, Jr.,

Counsel for Member Cooperatives

PSC CASE NO. 2007-00455 SERVICE LIST

Hon. James M. Miller Sullivan, Mountjoy, Stainback & Miller Post Office Box 727 Owensboro, KY 42402 Attorneys for Big Rivers Electric Corporation

Hon. Kendrick Riggs Stoll, Keenon Ogden PLLC 500 West Jefferson Street Louisville, KY 40202 Attorney for E.ON U.S., LLC, West Kentucky Energy Corp. and LG&E Energy Marketing, Inc.

Hon. Allyson Sturgon 220 West Main Street Louisville, KY 40202 Attorney for E.ON U.S., LLC

Hon. Michael L. Kurtz Boehm, Kurtz & Lowry 36 East Seventh Street – Suite 2110 Cincinnati, OH 45202 Attorney for Kentucky Industrial Utility Customers

Hon. David Brown
Stites & Harbison, PLLC
1800 Aegon Center
400 West Market Street
Louisville, KY 40202
Attorney for Alcan Primary Products
Corporation and Century Aluminum of
Kentucky General Partnership

Hon. Dennis Howard Assistant Attorney General Office of the Attorney General Utility & Rate Intervention Division 1024 Capital Center Drive-Suite 200 Frankfort, KY 40601-8204 C. William Blackburn Big Rivers Electric Corporation Post Office Box 24 Henderson, KY 42419

Hon. John N. Hughes 124 West Todd Street Frankfort, KY 40601 Attorney for Henderson Municipal Power & Light

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- 1. Overview
- 2. Case Summary
- 3. Rate Comparisons Year by Year
- Unwind vs. Arbitrage Sales Case in Existing Transaction ത്
- Unwind vs. Smelter Sales (All Excess) in Existing Transaction <u>.</u>
- Unwind vs. Smelter Sales Case (200MW) in Existing Transaction ပ
- Unwind Economic Reserve Used to Smooth Rates 4.
- 5. Balance Sheet Comparisons Year by Year
- 6. Pros and Cons

Overview

- The following is intended to summarize current economics of the Unwind transaction, as well as to consider qualitative pros and cons
- · It includes graphic comparison of Unwind rates to those projected for the Existing Transaction
- For both the Unwind Transaction and the Existing Transaction, the effect of the recent buy out of the PMCC lease is reflected

	Unwind Transaction	ansaction	Existing	Existing Transaction Scenarios	enarios
Case		arios UW2	Ē	ET2	E3
				(provided to KPSC 9/29/08)	
Excess Energy	Arbitrage Sales	Arbitrage Sales	Arbitrage Sales	All to Smelters	200MW to Smelters
Smelter Rate	Per Contract	Per Contract	A Z	Large Industrial	Large Industrial + \$0.25
Market Purchase Requirements	Yes	Yes	Yes	S N	Yes
Use of Economic Reserve	E	Gradual	AN	AA	NA
PMCC Lease Buyout (\$M) Termination Payment (net) GIC Other E.On Contribution Net PMCC Loan Net Cash Flow	214 (93) (2) (60) 60 (15)	214 (93) (2) (60) 60 (15) 45	214 (93) (2) (2) ——————————————————————————————		214 (93) (2) (120 (15)
RUS Prepayment at Closing (\$M)	155	155	₹ Z	¥.	¥.

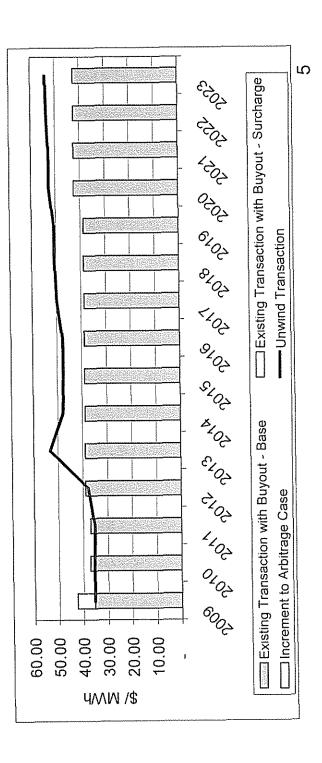
2. Case Summary (contd.)

	Unwind Tr	Unwind Transaction	Existing	Existing Transaction Scenarios	enarios
Case	Scen UW1	Scenarios UW2	Б	ET2	ET3
				(provided to KPSC 9/29/08)	***************************************
Excess Energy	Arbitrage Sales	Arbitrage Sales	Arbitrage Sales	All to Smelters	200MW to Smelters
Smelter Rate	Per Contract	Per Contract	A N	Large Industríal	Large Industrial + \$0.25
Market Purchase Requirements	Yes	Yes	Yes	o N	Yes
Use of Economic Reserve	크	Gradual	NA	AA	NA
Weighted Average Member Rates (\$/ MWh) Rural	49.35	49.31	41.76	45.70	47.73
Earge Industrial Blend	47.54	47.49	39.79	43.57	45.52
Net Member Cost (\$M; PV) Member Electricity Purchases Cash After Tax	1,859 162	1,860	1,621	1,773	1,844
Net	1,698	1,698	1,323	1,511	1,593

3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

i. Blended Member Rates

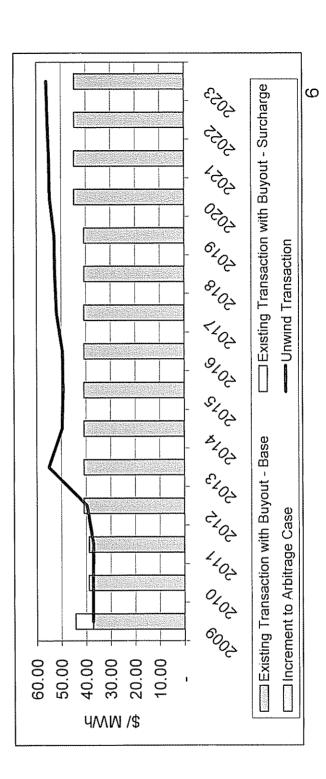
2022 2023	42.50 42.48 0% 0% 0.44) (0.44) 42.06 42.04 0% 0%	53.55 53.97
2021 2	42.52 42 0% (0.44) (0 42.08 42 0%	52.88 53
2020	42.55 4 10% - (0.44) (52.67
2019	38.72 0% - 38.72	50.82
2018	38.74 	50.56
2017	38.76 	49.92
2016	38.79 0% - 38.79	47.63
2015	38.81 	47.49
2014	38.84 0% - 38.84 0%	47.85
2013	38.87 	53.23
2012	38.90 10% 10% 38.90 38.90	37.76
2011	35.39 0% 1.63 - 37.02 0%	35.29
2010	35.42 0% 1.67 - 37.09 -13%	35.42
2009	39.32 35.45 0.60 7.14 (0.13) - 39.79 42.59	47.54 35.45
Wtd. Avg.	39.32 0.60 (0.13) 39.79	47.54
Member Rate Summary	Existing Transaction Base % Change Surcharge Increment to Arbitrage Case Total Overall % Change	Unwind



3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

ii. Rural Rates

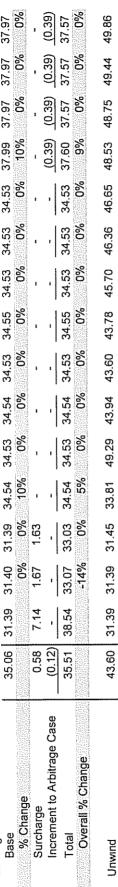
dember Rate Summary	Wtd. Avg.	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Existing Transaction Base	41.29	41.29 37.22	37.19	37.17	40.85	40.83				40.72	40.70	40.68				44.63
% Change Surchame	0.61	7.14	1.67	1.63	- 10%	°%0 -	%0 -	%o -	%0 -	%0 -	%0 -	%0 -	- -	%0 -	%o -	%0 ₋
Increment to Arbitrage Case	(0.14)			1	F						1	***************************************				(0.46)
Total	41.76	41.76 44.36	38.87	38.80	40.85		40.80	- 1		40.72	40.70	40.68			- 3	44.17
Overall % Change			-12%	%0	2%	%0	4793	353		%0	%0	%0	W1954		10000	%0
Jnwind	49.35	49.35 37.22	37.19	37.00	39.54	55.01	49.63	49.27	49.41	51.88	52.52	52.78	54.61	54.83	55.50	55.93

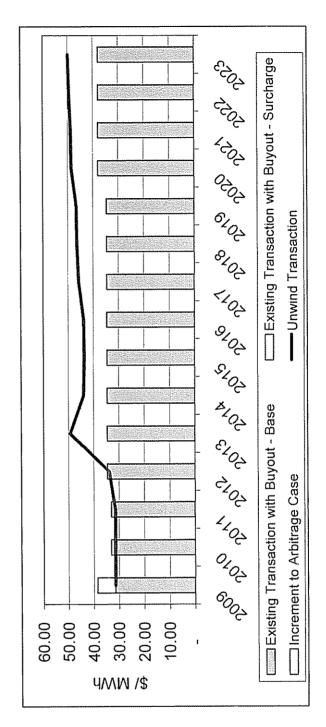


3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

orgo Industrial Dates

III. Large muusiilai Rates	USILIA L	מ ك	ת נו					
Member Rate Summary	Wtd. Avg.							
Existing Transaction Base	35.06 31.39 31.40 31.39 34.54 34.53 34.54 34.5	35.06 31.39 31.40 31.39 34.54 34.53 34.54 34.5	31.40	31.39	34.54	34.53	34.54	34.5

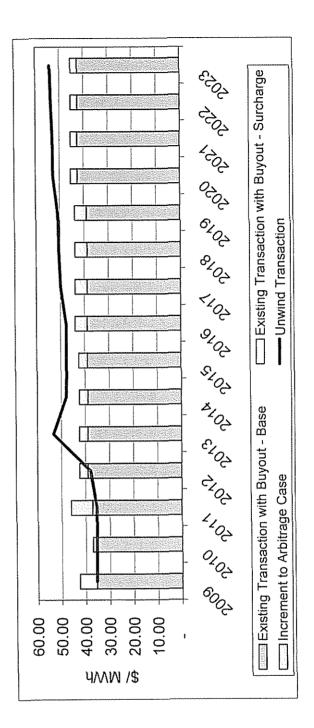




3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

i. Blended Member Rates

17 2018 2019 2020 2021	6 38.74 38.72 42.55 42.52 42.50 % 0% 0% 0% 0% 0% 0% 0% 0% 0% 0% 0% 0%	12 50.56 50.82 52.67 52.88 53.55
2016 2017	38.79 38.76 0% 0% - 5.06 5.06 43.85 43.82 44% 0%	47.63 49.92
4 2015	4 38.81 % 0% - 7 42.34 % 0%	5 47.49
3 2014	7 38.84 % 0% - 3 3.53 0 42.37 % 0%	3 47.85
2 2013	38.87 6 0% - 3.53 1 42.40 6 0%	53.23
2012	38.90 . 10% . 3.54 42.43 8%	37.76
2011	35.39 1.63 8.98 46.00 24%	35.29
2010	35.42 1.67 37.09	35.42
60	39.32 35.45 0.60 7.14 3.65 - 43.57 42.59	47.54 35.45
2008	39.32	47.54
Wtd. Avg. 200	ting Transaction Sase % Change Surcharge ncrement to Arbitrage Case Total	



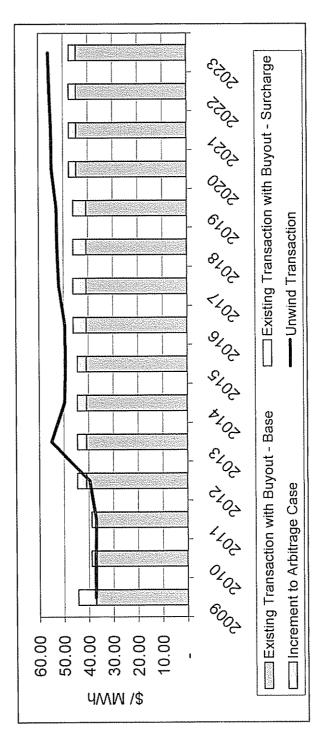
3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

ii. Rural Rates

Member Rate Summary

Wtd. Avg.

ting Transaction 41.29 37.22 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 37.19 3 8.20 37.20 3
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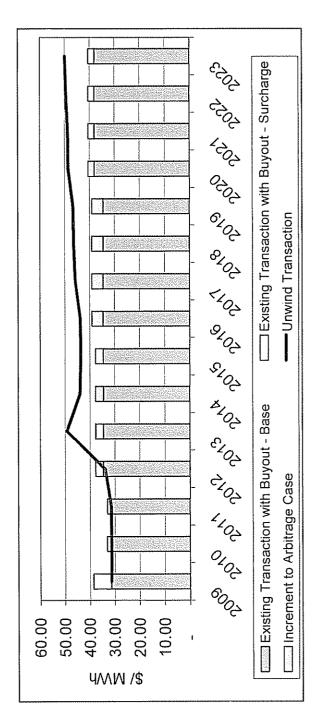
3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

iii. Large Industrial Rates

Wtd. Avg.

Member Rate Summary

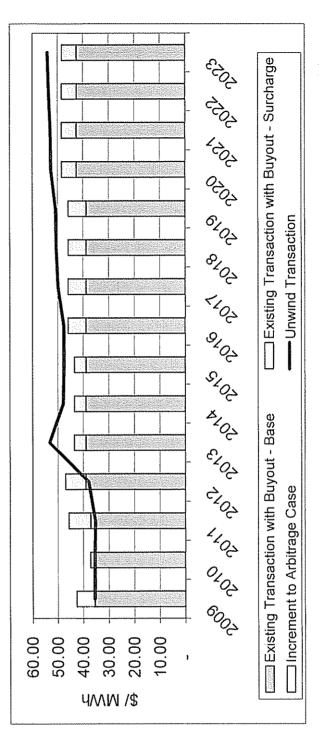
	31.39 34.54 34.53 34.54 34.53 34.55 34.53 34.53 34.53 37.99 37.97	0% 10% 0% 0% 0% 0% 0% 0% 10%	10.62	2.79 3.14 3.14 3.14 4.51 4.51 4.51 4.51 2.49 2.49 2.49	38.95 38.54 33.07 42.01 37.68 37.67 37.67 39.06 39.04 39.04 39.04 40.49 40.46	-14% 27% -10% 0% 0% 4% 0% 0% 0% 4% 0%	43.60 31.39 31.39 31.45 33.81 49.29 43.94 43.60 43.78 45.70 46.36 46.65 48.53 48.75 49.44 49.86
Existing Transaction	Base	% Change	Surcharge	Increment to Arbitrage Case	Total	erall % Change	Unwind



3c. Unwind vs. Smelter Sale Case (200MW) in Existing Transaction (ET3)

i. Blended Member Rates

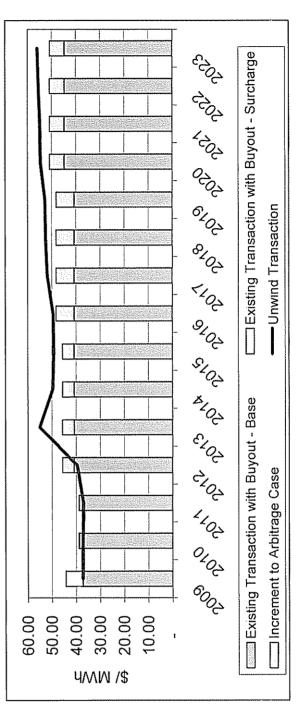
22 2023	0 42.48 % 0% 	5 53.97
2022	42.50 - 0% 48.38 48.38	53.55
2021	42.52 - - 5.89 48.41 0%	52.88
2020	42.55 10% - 5.89 48.44 6%	52.67
2019	38.72 0% - 7.09 45.80	50.82
2018	38.74 - 0% 7.09 45.83	50.56
2017	38.76 0% - 7.09 45.85	49.92
2016	38.79 0% - 7.10 45.89	47.63
2015	38.81 4.59 43.40	47.49
2014	38.84 0% 4.59 43.42	47.85
2013	38.87 - 0% 4.59 43.46	53.23
2012	38.90 8.05 46.95	37.76
2011	35.39 .0% 1.63 <u>8.71</u> 45.73	35.29
2010	35.42 0% 1.67 - 37.09 -13%	35.42
2009	35.45 7.14 - 42.59	47.54 35.45 35
Wtd. Avg.	39.32 35.45 35.42 0.60 7.14 1.67 5.60 45.52 42.59 37.09	47.54
Member Rate Summary	Existing Transaction Base Robert Surcharge Increment to Arbitrage Case Total Overall % Change	Unwind



3c. Unwind vs. Smelter Sale Case (200MW) in Existing Transaction (ET3)

ii. Rural Rates

Member Rate Summary	Wtd. Avg.	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Existing Transaction Base %Channe	41.29	41.29 37.22	37.19	37.17	40.85	40.83	40.80 0%	40.77	40.74	40.72	40.70	40.68	44.69 10%	44.67 0%	44.65 0%	44.63 0%
Surcharge	4.3	7.14	1.67	10.34	3.46	1 7		9	- 1	1,	1 7	7 45	. 0	- CF	1 9	0,40
Increment to Arbitrage Case Total	5.10	5.10 - 47.73 44.36	38.87	47.51	4.03	4.02	4.02		48.20	48.18	48.15	48.12	50.88	50.86	50.83	50.81
Overall % Change			-12%	22%	3%	-7%	%0	80,046	%9	%0	%0	%0	%9	%0	%0	%0
Unwind	49.35	49.35 37.22	37.19	37.00	39.54	55.01	49.63	49.27	49.41	51.88	52.52	52.78	54.61	54.83	55.50	55.93

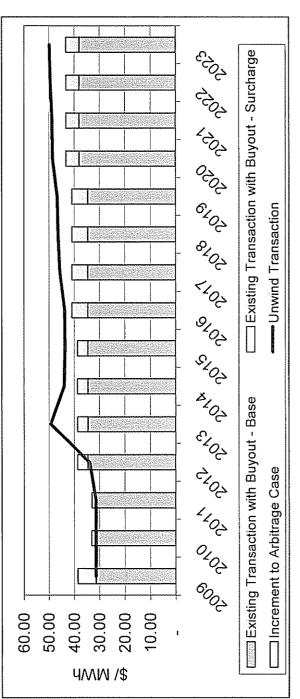


3c. Unwind vs. Smelter Sale Case (200MW) in Existing Transaction (ET3)

iii. Large Industrial Rates

Member Rate Summary Wtd. Avg.

Existing Transaction	Base	% Change	Surcharge	Increment to Arbitrage Case	Total	Overall % Change	Unwind
	35.06 31.39		1.29 7.14	4.37	40.72 38.54		43.60 31.39
				,			
	31.40	%0	1.67		33.07	-14%	31.39
	31.39	%0	10.34	1	41.74	26%	31.45
		10%			42.08		33.81
	34.53	%0	,	4.08	38.62	-8%	49.29
		%0		4.08	38.62	%0	43.94
		%0		4.08	38.61	%0	43.60
	34.55	%0	ı	6.32	40.87	%9	43.78
	34.53	%0	,	6.32	40.85	%0	45.70
	34.53	%0	,	6.32	40.85	%0	46.36
	34.53	%0	,	6.32	40.85	%0	46.65
	37.99	10%	;	5.26	43.25	%9	48.53
	37.97	%0	ı	5.26	43.22	%0	48.75
	37.97	%0			43.22	0.000	49.44
	37.97	8	ı	5.26	43.22	%0	49.86



4. Unwind - Economic Reserve Used to Smooth Rates (UW2)

i. Blended Member Rates

2023 53.55 2022 52.88 2021 52.67 4% 52.67 2020 50.82 2019 50.56 1% 50.56 2018 49.92 5 5% 49.92 E 2017 47.63 2016 47.49 2015 47.85 2014 53.23 2013 2012 2011 35.29 35.42 2010 35.45 2009 Wtd Avg 47.54

53.97

52.88

7% 53.55

% 50.82

0% 47.63

-1% 47.49

-10% 47.85

41% 43.46

%2

%0

39.29 41.26

37.42 %0

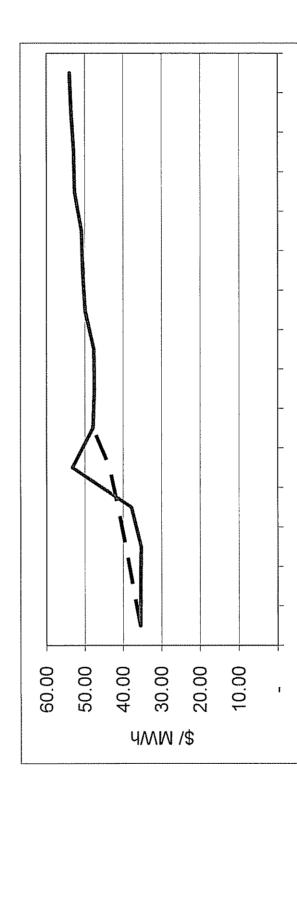
35.45

47 49

Feathered Change

%9

10%



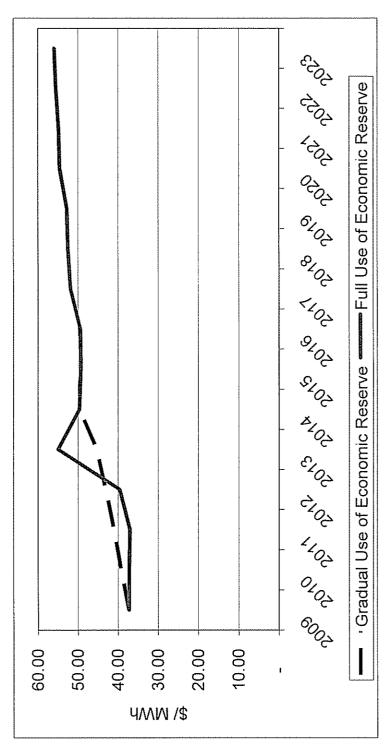
- Full Use of Economic Reserve

-- Gradual Use of Economic Reserve ---

4. Unwind - Economic Reserve Used to Smooth Rates (UW2)

ii. Rural Rates

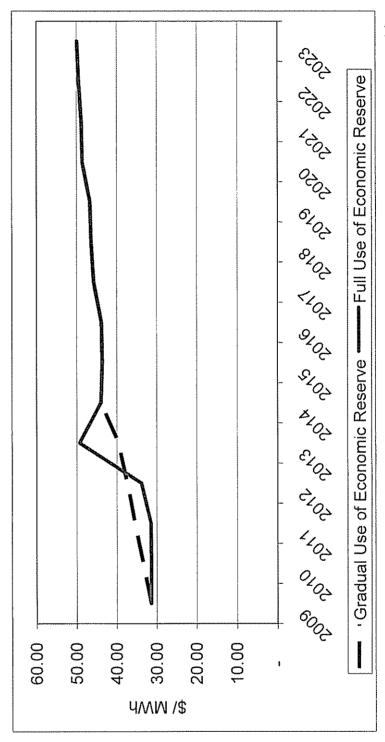
93	1%	93	1%
	. 1%	٠.,	
55.50	1%		1%
54.83	%0	54.83	%0
54.61	3%	54.61	3%
52.78	%0	52.78	%0
52.52	1%	52.52	1%
	2%		
49.41	%0	49.41	%0
49.27	-1%	49.27	-1%
49.63	-10%	49.63	10%
55.01	39%		2%
39.54	%2	43.04	%9
37.00	-1%	41.00	2%
37.19	0%1	39.19	2%
49.35 37.22 37.19 37.00		37.2	
49.35		49.31	9
E E	Change -1%	Feathered	Change 5% 5%



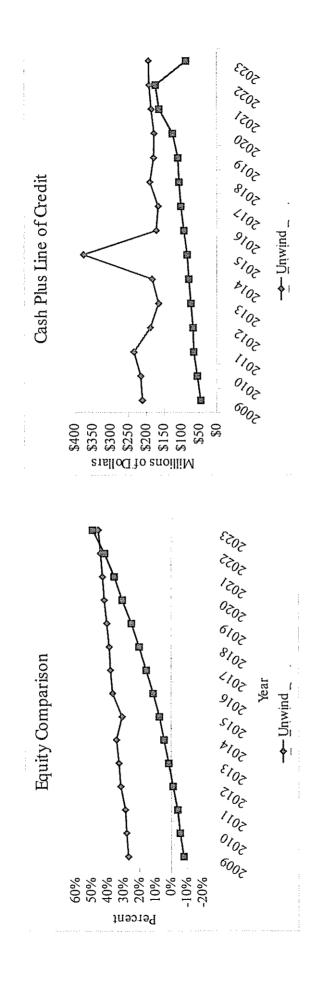
4. Unwind - Economic Reserve Used to Smooth Rates (UW2)

iii. Large Industrial Rates

49.86 49.44 49.44 48.75 48.75 4% 48.53 48.53 1% 46.65 46.65 4% 1% 46.36 45.70 46.36 45.70 43.78 43.60 43.78 -1% 43.60 49.29 43.94 4 8% 46% -11% 37.30 39.52 43.94 ** 11% 35.45 37.30 3° 33.81 31.45 31.39 0% 33.39 6% 31.39 31.39 43.60 43.55 Feathered



5. Balance Sheet Comparison



6. Pros and Cons

Gredit Rating Item Pro			Status Quo	s Cao
	Pro	Con	Pro	Con
	XXX			XXX
Balance Sheet X	×			×
ıts	×			×
Rate Risk X	×	×	×	×
Fuel Risk		XXX	XX	
Generation Risk		XXX	XX	
Carbon legislation Risk	***************************************	XXX	annument and a second	×
Public Relations X	×	×	×	×
Litigation Risk X	×			×
Economic Development X	×			×
Smelter Jobs X	×			×

Contents

1. Overview

2. Case Summary

3. Rate Comparisons – Year by Year

Unwind vs. Arbitrage Sales Case in Existing Transaction ю

b. Unwind vs. Smelter Sales (All Excess) in Existing Transaction

Unwind - Economic Reserve Used to Smooth Rates 4.

5. Balance Sheet Comparisons - Year by Year

6. Pros and Cons

Overview

- The following is intended to summarize current economics of the Unwind transaction, as well as to consider qualitative pros and cons
- · It includes graphic comparison of Unwind rates to those projected for the **Existing Transaction**
- For both the Unwind Transaction and the Existing Transaction, the effect of the recent buy out of the PMCC lease is reflected

	Unwind Tr	Unwind Transaction	Existing	Existing Transaction Scenarios	enarios
Case	Scenarios UW1	arios UW2	Ē	ET2	ET3
		india mana		(provided to KPSC 9/29/08)	
Excess Energy	Arbitrage Sales	Arbitrage Sales	Arbitrage Sales	All to Smelters	200MW to Smelters
Smelter Rate	Per Contract	Per Contract	∀ Z	Large Industrial	Large Industrial + \$0.25
Market Purchase Requirements	Yes	Yes	Yes	No	Yes
Use of Economic Reserve	Full	Gradual	AN	AA	NA
PMCC Lease Buyout (\$M) Termination Payment (net)	214	214	214	214	214
GIC	(63)	(63)	(63)	(68)	(63)
Other	(2)	(2)	(2)		(2)
E.On Contribution	(60)	(60)	120	125	120
PMCC Loan	(15)	(15)	(15)	(15)	(15)
Net Cash Flow	45	45	105	110	105
RUS Prepayment at Closing (\$M)	155	155	A A	AN N	ΝΑ

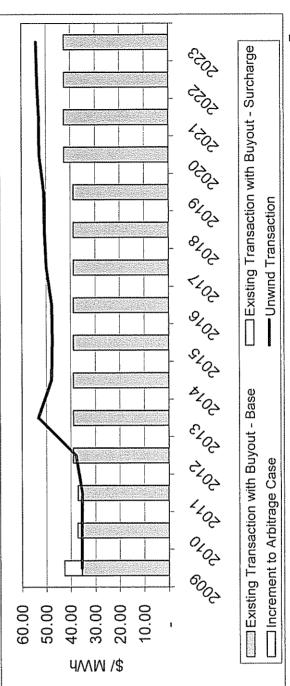
2. Case Summary (contd.)

	Unwind Transaction	ansaction	Existing	Existing Transaction Scenarios	enarios
Case	UW1	uw2	Ē	ET2	ET3
				(provided to KPSC 9/29/08)	.,
Excess Energy	Arbitrage Sales	Arbitrage Sales	Arbitrage Sales	All to Smelters	200MW to Smelters
Smelter Rate	Per Contract	Per Contract	Ϋ́	Large Industrial	Large Industrial + \$0.25
Market Purchase Requirements	Yes	Yes	Yes	o N	Yes
Use of Economic Reserve	In L	Gradual	AM	NA	NA A
Weighted Average Member Rates (\$/ MWh) Rurai Large Industrial	49.35 43.60	49.31 43.55	41.76	45.70 38.95	47.73
Blend	47.54	47.49	39.79	43.57	45.52
Net Member Cost (\$M; PV) Member Electricity Purchases Cash After Tax	1,859	1,860	1,621	1,773	1,844
Net	1,698	1,698	1,323	1,511	1,593

3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

i. Blended Member Rates

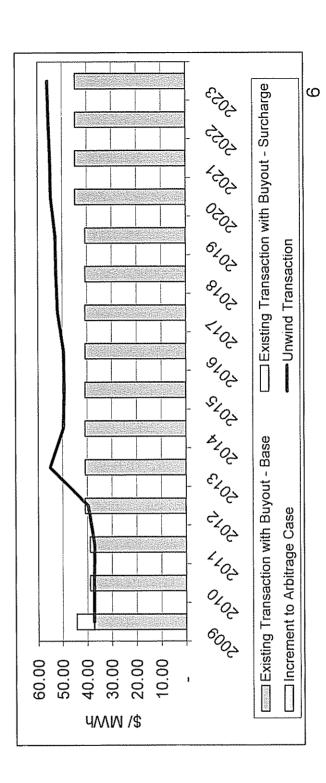
2022 2023	42.50 42.48 - 0% 0% - 0.44) (0.44) 42.06 42.04 0% 0%	53.55 53.97
2021	42.52 45 - 00.44) (0.44) (0.78) 45	52.88 53
2020	42.55 4 10% - (0.44) 42.10 4	52.67
2019	38.72 0% - 38.72 38.72	50.82
2018	38.74 0% - 38.74 38.74	50.56
2017	38.76 	49.92
2016	38.79 	47.63
2015	38.81 	47.49
2014	38.84 0% - 38.84 38.84	47.85
2013	38.87 	53.23
2012	38.90 10% - - 38.90	37.76
2011	35.39 0% 1.63 37.02 3%	35.29
2010	35.42 0% 1.67 - 37.09 37.09	35.42
2009	39.32 35.45 0.60 7.14 (0.13) 39.79 42.59	47.54 35.45
Wtd. Avg.	39.32 36.45 0.60 7.14 (0.13) - 39.79 42.59	47.54
Member Rate Summary	Existing Transaction Base % Change Surcharge Increment to Arbitrage Case Total Overall % Change	Unwind



3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

ii. Rural Rates

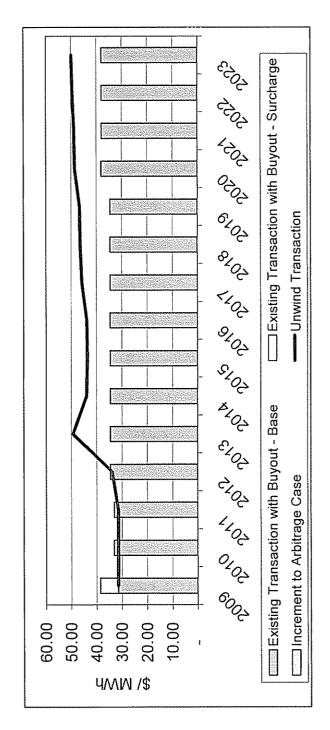
Member Rate Summary Existing Transaction Base % Change Surcharge Increment to Arbitrage Case Total Overall % Change	Wfd. Avg. 41.29 3 0.61 (0.14) 41.76	2009 77.22 7.14	2010 37.19 0% 1.67 - 38.87	2011 37.17 1.63 - 38.80 38.80	2012 40.85 10% - - 40.85 5%	2013 40.83 0% - - 40.83	2014 40.80 ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	2015 40.77 40.77 40.77 40.77	2016 40.74 - - 40.74 - - - - - - - - - - - - - - - - - - -	2017 40.72 - - - 40.72 - - - - - - - - - - - - - - - - - - -	2018 40.70	2019 40.68 	2020 44.69 10% 44.22 44.22 9%	2021 44.67 0% (0.46) 44.21 0%	2022 44.65	2023 44.63 - 0% 44.17 44.17
	49.35	49.35 37.22	37.19	37.00	39.54	55.01	49.63	49.27	49.41	51.88	52.52	52.78	54.61	54.83	55.50	55.93



3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

iii. Large Industrial Rates

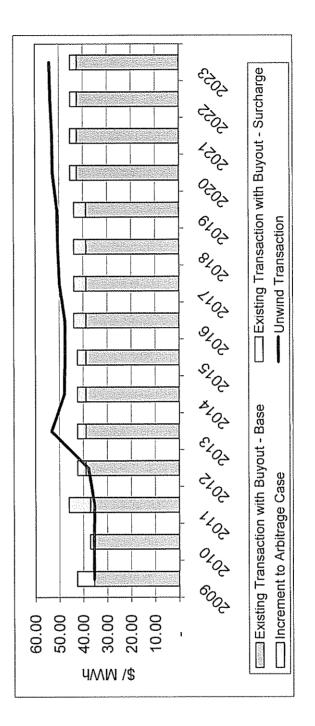
Wtd. Avg.
Member Rate Summary



3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

i. Blended Member Rates

Member Rate Summary	Wtd. Avg.	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Existing Transaction Base	39.32 35.45	35.45	35.42	35.39		38.87	4	38.81	38.79	38.76	38.74	38.72	42.55	42.52	42.50	42.48
% Change Surcharde	0.60	0.60 7.14	1.67	.0% 1.63		%o -	%o .	%n .		% -	%n .	% -	%n.	% -	300	8 0
Increment to Arbitrage Case	3.65	ı	,	8.98	•	3.53		3.53	5.06	5.06	5.06	5.05	2.79	2.79	2.79	2.79
Total	43.57 42.59	42.59	37.09	46.00		42.40		42.34		43.82	43.79	43.77	45.34	45.31	45.29	45.27
Overall % Change			-13%	24%		% 0		%0		%	%0	%	4%	%0	%0	%0
Unwind	47.54 35.45	35.45	35.42	35.29	37.76	53.23	47.85	47.49	47.63	49.92	50.56	50.82	52.67	52.88	53.55	53.97



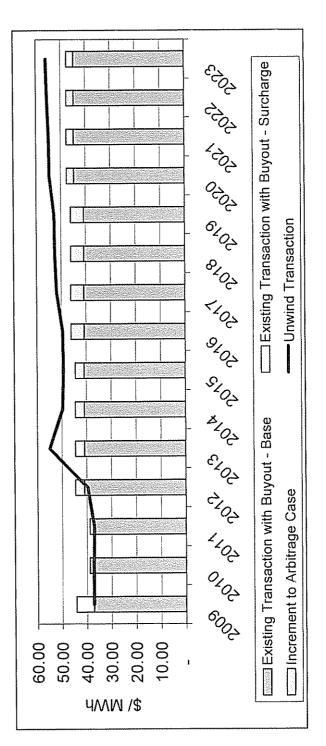
3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

ii. Rural Rates

Member Rate Summary

Wtd. Avg.

44.69 44.67 44.65 44.63 10% 0% 0% 0% 2.93 2.93 2.93 2.93 47.62 47.61 47.58 47.56 4% 0% 0% 0%	52.78 54.61 54.83 55.50 55.93
44.67 . 00% 2.93 47.61	54.61 54.83
	54.61
.69 93 62	
888	52.78
40.68 	
40.70 - 5.31 46.01	52.52
40.72 - 5.32 46.04 0%	51.88
40.74 0% 5.32 46.06	49.41
40.77 - 3.71 44.48	49.27
40.80 0% 3.71 44.51	49.63
40.83 	55.01
40.85 - 3.71 44.56	39.54
37.17 0% 10.62 - 47.78 23%	37.00
37.19 0% 1.67 - 38.87	37.19
37.22 7.14 - 44.36	49.35 37.22 37.19
41.29 37.22 37.19 1.15 7.14 1.67 3.27 - - 45.70 44.36 38.87 -12%	49.35
Existing Transaction Base % Change Surcharge Increment to Arbitrage Case Total Overall % Change	Unwind



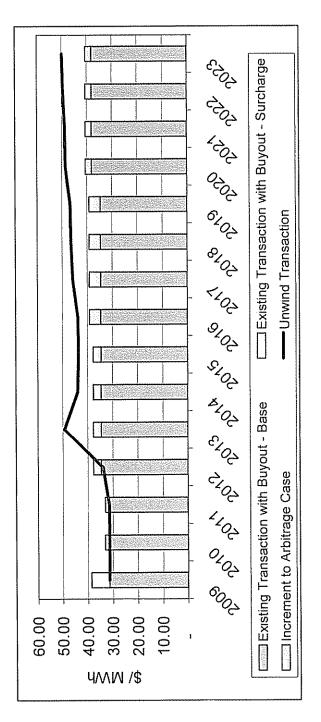
3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

iii. Large Industrial Rates

Wtd. Avg.

Member Rate Summary

37.97	%0	1	2.49	40.46	%0	49.86
	%0		•	40.46	100	49.44
	%0			40.46	00000	48.75
37.99	40%	ı	2.49	40.49	4%	48.53
34.53	%0	1	4.51	39.04	%0	46.65
34.53	%0	τ	4.51	39.04	%0	46.36
34.53	%0	1	4.51	39.04	%0	45.70
34.55	%0	t	4.51	39.06	4%	43.78
34.53	%0	1	3.14	37.67	%0	43.60
34.54	%0		3.14	37.67	%0	43.94
34.53	%0	1	3.14	37.67	%0	49.29
34.54	40%		3.14	37.68	-10%	33.81
31.39	%0	10.62	1	42.01	27%	31.45
31.40	%0	1.67	,	33.07	-14%	31.39
35.06 31.39	1000	1.10 7.14		38.95 38.54		43.60 31.39
35.06		1.10	2.79	38.95		43.60
Existing Transaction Base	% Change	Surcharge	Increment to Arbitrage Case	Total	Overall % Change	Unwind



i. Blended Member Rates

35.45

47,49

Feathered Change

53.97 2023 1% 53.55 53.55 2022 52.88 0% 52.88 2021 52.67 4% 52.67 2020 50.82 1 3 1% 50.82 6 1% 2019
 47.63
 49.92
 50.56
 5

 6
 0%
 5%
 1%

 47.63
 49.92
 50.56
 5

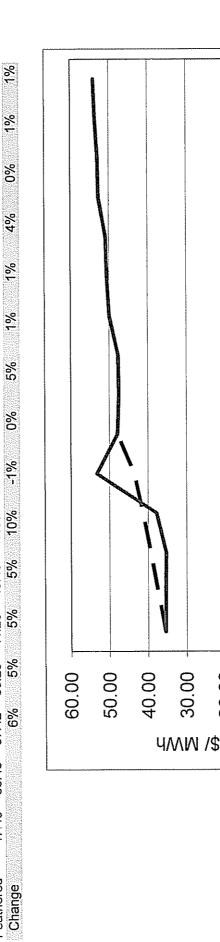
 6
 0%
 5%
 1%
 2018 2017 2016
 35.42
 35.29
 37.76
 53.23
 47.85
 47.49

 0%
 0%
 7%
 41%
 -10%
 -1%

 37.42
 39.29
 41.26
 43.46
 47.85
 47.49

 6%
 5%
 5%
 10%
 -1%
 2015 2014 2013 2012 2011 2010 2009 35.45 Wtd Avg 47.54

53.97



30.00

20.00

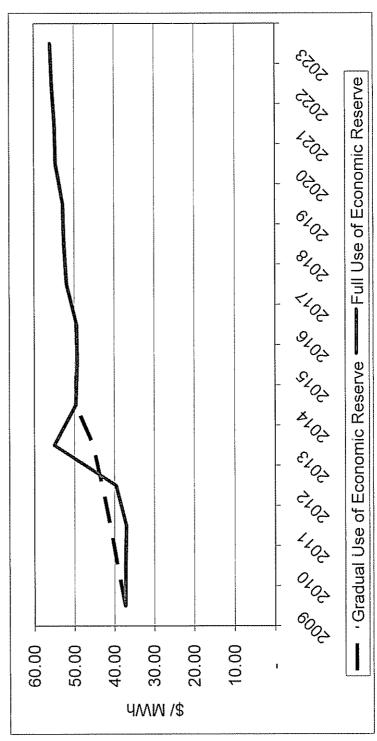
10.00

■ Full Use of Economic Reserve

Gradual Use of Economic Reserve —

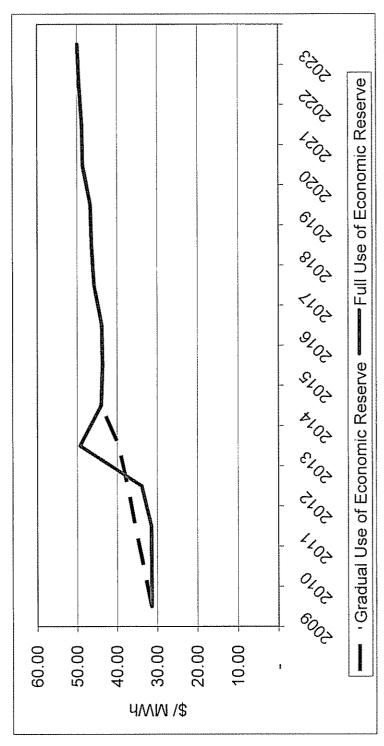
ii. Rural Rates

.	%	m	্
55.93	1%	55.93	
55.50	1%		1%
54.83	%0		%0
54.61	3%		3%
52.78	%0	52.78	%0
52.52	1%	52.52	1%
	2%		1000
49.41	%0	49.41	%
49.27	-1%	49.27	
49.63	10%	49.63	1000
55.01	39%	45.24	2%
39.54	%2	43.04	2%
37.00	0% -1%	41.00	5% 5%
37.19			2%
37.22 37.19		37.22	
49.35		49.31	
큵	Change	Feathered	Change

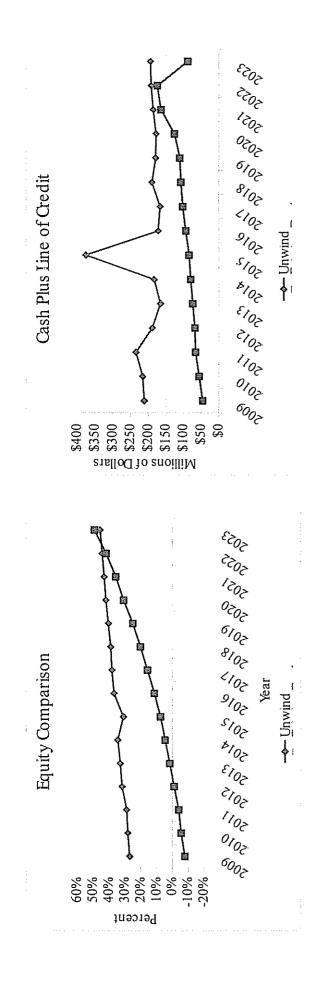


iii. Large Industrial Rates

49.86 49.44 49.44 1% 1% 4% 0% 48.75 48.75 48.53 48.53 46.65 46.65 46.36 45.70 46.36 4% 1% 0% 4% 45.70 -1% 0% 43.60 43.78 · 43.78 43.60 46% -11% 39.52 43.94 11% 43.94 49.29 33.81 4 8% 37.30 31.45 31.39 33.39 6% 31.39 31.39 43.60 43.55 Feathered



5. Balance Sheet Comparison



6. Pros and Cons

	In	Unwind	Statı	Status Quo
Item	Pro	Con	Pro	Con
Credit Rating	XXX			XXX
Balance Sheet	<u> </u>			×
Control of Plants	×			×
Rate Risk	×	×	×	×
Fuel Risk		XXXX	XX	
Generation Risk		XXX	XX	
Carbon legislation Risk		XXX		×
Public Relations	×	×	×	×
Litigation Risk	×		4-7-8 · · · · · · · · · · · · · · · · · · ·	×
Economic Development Smelter Jobs	××			××
	41			

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- Unwind vs. Arbitrage Sales Case in Existing Transaction ന്
- b. Unwind vs. Smelter Sales (All Excess) in Existing Transaction
- Unwind vs. Smelter Sales Case (200MW) in Existing Transaction ပ
- Unwind Economic Reserve Used to Smooth Rates 4.
- 5. Balance Sheet Comparisons Year by Year
- 6. Pros and Cons

Overview

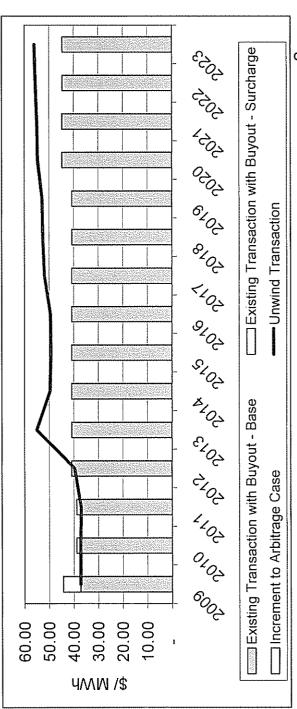
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- · It includes graphic comparison of Unwind rates to those projected for the Existing Transaction
- For both the Unwind Transaction and the Existing Transaction, the effect of the recent buy out of the PMCC lease is reflected

Comparative Unwind Economics, 9/30/08

3a. Unwind vs. Arbitrage Case in Existing Transaction (ET1)

ii. Rural Rates

2023	44.63 - 0% - 0.46 44.17	55.93
2022	44.65 (0.46) 44.19	55.50
2021	44.67 0% - (0.46) 44.21	54.83
2020	44.69 - 10% 44.22 9%	54.61
2019	40.68 0% - 40.68	52.78
2018	40.70 0% - 40.70	52.52
2017	40.72 0% - 40.72 0%	51.88
2016	40.74 0% - 40.74 0%	49.41
2015	40.77 0% - 40.77 09%	
2014	40.80 0% - 40.80	49.63
2013	40.83 0% - 40.83	55.01
2012	40.85 10% - 40.85 5%	39.54
2011	37.17 0% 1.63 38.80	37.00
2010	37.19 0% 1.67 - 38.87 -12%	37.19
2009		37.22
Wtd. Avg.	41.29 37.22 0.61 7.14 (0.14) - 41.76 44.36	49.35 37.22
Member Rate Summary	Existing Transaction Base % Change Surcharge Increment to Arbitrage Case Total Overall % Change	Unwind



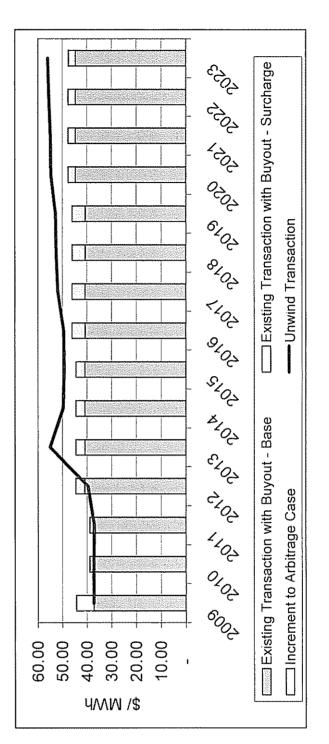
Comparative Unwind Economics, 9/30/08

3b. Unwind vs. Excess Energy to Smelters/ no market purchases (ET2)

ii. Rural Rates

Member Rate Summary

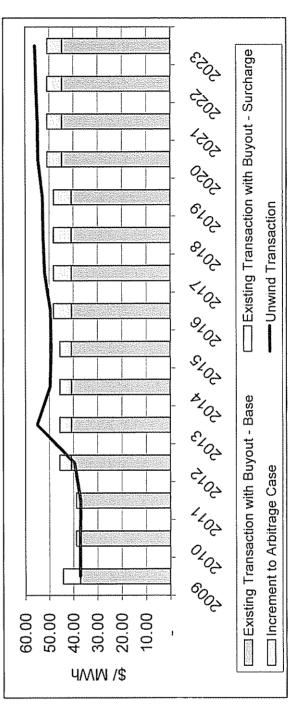
Wtd. Avg.



3c. Unwind vs. Smelter Sale Case (200MW) in Existing Transaction (ET3)

ii. Rural Rates

Member Rate Summary	Wtd. Avg.	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Existing Transaction Base	41.29	41.29 37.22	37.19	37.17	40.85	40.83	40.80		40.74	40.72	40.70	40.68	44.69		44.65	44.63
% Change			%0	%0	10%	%0	%0	%0	%0	%0	%0	%0	10%	%0	%0	%0
Surcharge	1.34	7.14	1.67	10.34	3.46	t	1				ŧ	ı			ı	ı
Increment to Arbitrage Case	5.10	:	,	,	4.83	4.82	4.82		7.46	7.45	7.45	7.45	6.19	6.19	6.18	6.18
Total		44.36	38.87	47.51	49,14	45.65	45.62		48.20		48.15	48.12	50.88	50.86	50.83	50.81
Overall % Change	200 St. Co. Co. Co. Co. Co. Co. Co. Co. Co. Co		-12%	22%	3%	-7%	%0	15003	%9	10000	%0	%0	%9	%0	%0	%0
Unwind	49.35	49.35 37.22	37.19	37.00	39.54	55.01	49.63	49.27	49,41	51.88	52.52	52.78	54.61	54.83	55.50	55.93



ii. Rural Rates

55.93 1% 2023 54.61 54.83 55.50 (3% 0% 1% 54.61 54.83 55.50 (2022 2021 2020 52.78 0% 2019
 '
 49.41
 51.88
 52.52
 5

 '
 0%
 5%
 1%

 '
 49.41
 51.88
 52.52
 5

 '
 49.41
 51.88
 52.52
 5

 '
 0%
 5%
 1%
 2018 2017 2016 49.27 2015 49.63 4 -10% 49.63 2014 7% 39% 43.04 45.24 4 55.01 2013 39.54 (2012 37.00 -1% 2011 37.19 2010 2009 37.22 Wtd Avg 49.35

55.93

52.78

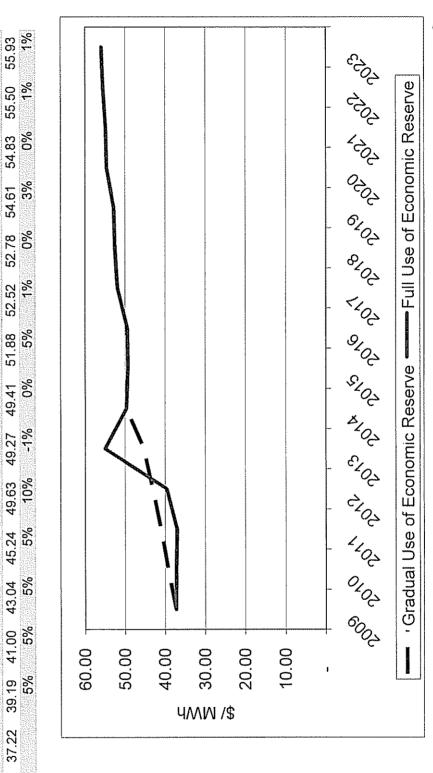
49.27

37.22

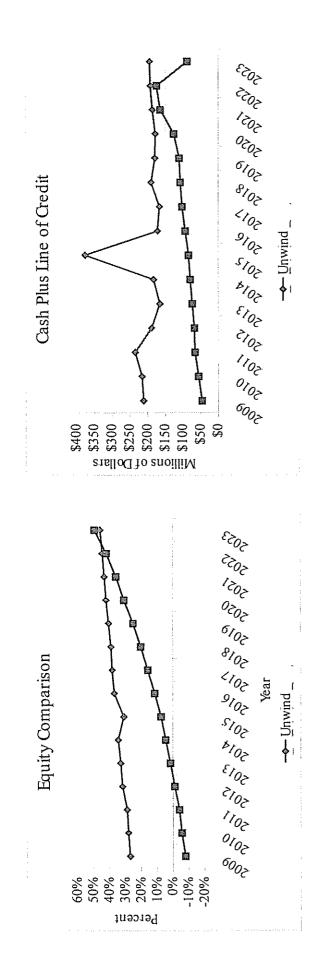
49.31

Feathered Change

Change



5. Balance Sheet Comparison



Net Member Value

-\$359 million vs. Arbitrage Case

-\$171 million vs. All Excess Energy to Smelters

-\$89 million vs. 200 MW Firm to Smelters

6. Pros and Cons

	Unv	Unwind	Sta	Status Quo
Item	Pro	Con	Pro	Con
Gedit Rating	XXX			XXX
Balance Sheet Control of Plants	× ×			××
Rate Risk Fuel Risk	×	XXX	× ×	×
Generation Risk Carbon legislation Risk		XXX	×	×
Public Relations Litigation Risk	××	×	×	× ×
Economic Development Smelter Jobs	××			××

COMPARISON OF RESIDENTIAL ELECTRIC BILLS AS OF 07/01/08

		PURSUANT						
		TO	MIN	MUMIN	kWh	Base		FAC
COMPANY	Util I D	CASE NO.	E	3ILL	INCL.	Bill	С	harge
ींक तथा होने तथा नाम तथा	~~~~~							
INVESTOR OWNED								
KENTUCKY POWER	300	2006-00507	\$	5.86	0	\$70.61	;	\$11.31
KENTUCKY UTILITIES	400	2006-00509	\$	5 00	0	\$61 46		\$0.90
LG&E	500	2006-00510	\$	5 00	0	\$68 89		\$1 34
DUKE KENTUCKY	800	2006-00172	\$	4.50	0	\$77 74		\$5.77
RURAL ELECTRIC								
Small - Less than 20,000 Custon	ners							
BIG SANDY	1000	2006-00473	\$	7.18	0	\$76.92		\$7 86
GRAYSON	1800	2006-00480	\$	8.16	0	\$86.84		\$7 60
SHELBY ENERGY	3000	2006-00487	\$	7.37	0	\$79.85		\$6 07
Medium - 20,000-30,000 Custom	ners							
CLARK ENERGY	1200	2006-00476	\$	5.48	0	\$81.36		\$7 26
CUMBERLAND ELECTRIC	1300	2006-00477	\$	5.13	0	\$77.74		\$8 26
FARMERS	1500	2006-00478	\$	7.48	50	\$73.37		\$6 06
FLEMING-MASON ENERGY	1600	2007-00022	\$	9 75	0	\$85.39		\$6.31
INTER-COUNTY ENERGY	2200	2006-00481	\$	5 69	0	\$79.11		\$7 13
JACKSON PURCHASE	2400	2007-00116	\$	9 00	0	\$71 11	**	
LICKING VALLEY	2500	2006-00483	\$	7.17	0	\$80 56		\$6 06
MEADE COUNTY	2600	2006-00500	\$	9.85	0	\$69 86	**	
NOLIN	2700	2006-00466	\$	8.13	0	\$81.54		\$7.06
TAYLOR COUNTY	3200	2006-00489	\$	7.10	0	\$76.62		\$6.45
Large - 30,000 Customers and a	bove							
BLUE GRASS ENERGY	2000200	2006-00475	\$	5 44	0	\$73 79		\$7 11
BGE-Fox Creek District		2006-00475	\$	5 53	30	\$76 20		\$7 11
HARRISON Elec customers	2000	2006-00475	\$	9.10	0	\$83.61		\$7 11
JACKSON ENERGY	2300	2007-00333	\$	9.50	0	\$95.13		\$6 46
KENERGY	2000100	2006-00369	\$	9.91	0	\$69.87	**	
OWEN ELECTRIC	2800	2006-00485	\$	5.64	0	\$80 97		\$7.16
SALT RIVER ELECTRIC	2900	2006-00486	\$	7 91	0	\$75 11		\$5 87
SOUTH KENTUCKY	3100	2006-00488	\$	8 20	0	\$80 79		\$7 17

This schedule includes only the major components of a monthly residential electric bill as of April 1, 2008 Additional credits and/or charges may apply

^{*} Does not participate in environmental surcharge mechanism.
**Does not participate in fuel adjustment charge mechanism

	Mo Bill for 1,000 kWh
\$3 33 \$3 28 \$1 03	
\$3 49	\$88 27
\$3 75	\$98 19
\$3 96	\$89 88
\$3 51	\$92 13
\$3 68	\$89 68
\$3 54	\$82 97
\$4 51	\$96 21
\$3 26	\$89 50
*	\$71.11
\$3 50	\$90.11
*	\$69.86
\$3 88	\$92.48
\$3 72	\$86.79
\$3 54	\$86 97
\$3 66	\$94 73
\$4 01	\$105 64
\$4 05	\$69 87
\$4.11	\$92 24
\$3.62	\$84 60
\$3.68	\$91 64