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July 24, 2009

Via Federal Express

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

RECEIVED

JUL 27 2009


**PUBLIC SERVICE
COMMISSION**

Re: *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 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, PSC Case No. 2007-00455*

Dear Mr. DeRouen:

Enclosed are an original and seven copies each of the motion of Big Rivers Electric Corporation ("Big Rivers") for an enlargement of time in which to file the Big Rivers New Financial Model, and Big Rivers' filing to comply with Condition 11 of Appendix A to the Public Service Commission's March 6, 2009, Order in this matter. A copy of this filing has been served on each of the parties of record.

Sincerely yours,



James M. Miller

JMM/ej
Enclosures

cc: Mark A. Bailey
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PSC CASE NO. 2007-00455

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COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

In the Matter of:

RECEIVED

JUL 27 2009

PUBLIC SERVICE
COMMISSION

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 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)

CASE NO. 2007-00455

MOTION FOR ENLARGEMENT OF TIME

Big Rivers Electric Corporation (“Big Rivers”) respectively moves the Public Service Commission (“Commission”) for an enlargement of time in which to file the “Big Rivers New Financial Model” (the “New Model”) in compliance with Condition 15 in Appendix A to the Commission’s March 6, 2009 order in this matter. Condition 15 states:

Big Rivers commits to filing with the Commission, within 60 days of closing the Unwind Transaction and by April 30 of each year thereafter, through the date on which it files a case for a general adjustment of its rates, and thereafter as may be required by the commission, the “Big Rivers New Financial Model.” The Big Rivers New Financial Model will supplement the Big Rivers monthly filing of its RUS Form 12, its Financial and Statistical Report (Annual Report) and the Big Rivers annual report (containing audited financial statements), all of which are filed with the Commission. The Big Rivers New Financial Model will contain actual financial results for the prior year, the current year’s budget, three forecasted years beyond the current year, and an explanation of all assumptions.

Based upon the Unwind Transaction closing date of July 16, 2009, the due date for filing the New Model is September 14, 2009.

In support of its motion, Big Rivers states, through counsel:

1. The payments made to Big Rivers from the E.ON entities at the closing of the Unwind Transaction were based upon numerous calculations that were performed at various points in time over the days and months prior to the closing. The parties agreed that after the closing those calculations would be rerun as of the closing date, and the closing payments would be “trued-up” after closing to reflect the differences. Big Rivers expects that the post-closing true-up payments to it from the E.ON entities will be significant, and that most of those calculations and payments will not be known or made in time to be included in the New Model, if the New Model is filed on September 14. If the due date for filing of the New Model is extended to October 14, 2009, Big Rivers believes the majority, if not all, of those calculations and payments will be known and can be incorporated into the New Model, improving its accuracy.

2. Big Rivers is preparing its draft budget for 2010, which will be submitted to the two aluminum smelters no later than October 1, 2009.¹ The contents of the actual draft 2010 budget can be incorporated into the New Model if the New Model can be developed on a track parallel with the development of the 2010 budget. If the New Model is filed on September 14, it will essentially have to reflect October 2008 Unwind Financial Model, and limited known changes. The New Model will be much more reflective of anticipated operations if it can incorporate the actual draft 2010 budget numbers, in addition to the true-up payments and other information developed during the

¹ See, Coordination Agreements between Big Rivers and each smelter filed as Exhibit 111 to Big Rivers’ November 24, 2008 Motion to amend and Supplement Application.

period through October 14. The forecasted financial results for the years 2010, 2011 and 2012 will also be far more accurate. If the New Model is filed on September 14, it will basically be rendered obsolete by the results of the 2010 budget process.

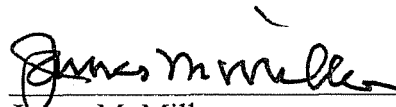
3. Permitting the New Model to be developed and filed on October 14, 2009, will allow it to be developed in conjunction with the normal Big Rivers budgeting process. This will be a more efficient process that will enhance the New Model's accuracy and usefulness, as pointed out above.

4. The financial impact to Big Rivers of the dollars that were exchanged at the closing of the Unwind Transaction will be reflected in the RUS Form 12 filed by Big Rivers on August 20, 2009, thus giving the Commission initial information regarding the financial implications of the Unwind Transaction closing.

5. Big Rivers pledged to meet the 60-day filing requirement for the New Model by accepting the conditions set out in the Commission's March 6, 2009 order, and will do so if this request for an enlargement of time is not granted. But the enlargement of time requested would also give some relief to Big Rivers' personnel who have been working extraordinary hours under considerable stress for a long period to finalize and close the Unwind Transaction, and to resume operational control of the Big Rivers generating facilities and the associated larger workforce.

WHEREFORE, Big Rivers respectfully requests that it be granted an enlargement of time until October 14, 2009, in which to file the Big Rivers New Model.

July 24, 2009



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