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Susan Montalvo-Gesser

March 1, 2010

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PUBLIC SERVICE
COMMISSION

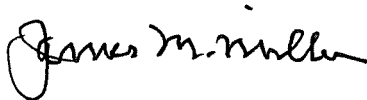
Jeff DeRouen
Executive Director
Public Service Commission
211 Sower Boulevard, P.O. Box 615
Frankfort, Kentucky 40602-0615

Re: In the Matter of: Application of Big Rivers Electric Corporation
for Approval to Transfer Functional Control of Its Transmission
System to Midwest Independent Transmission System Operator, Inc.
PSC Case No. 2010-00043

Dear Mr. DeRouen:

Enclosed on behalf of Big Rivers Electric Corporation is a motion for admission of Douglas L. Beresford and John R. Lilyestrom to practice *pro hac vice* in the above-referenced matter. I certify that a copy of this letter and all attachments have been served upon the persons shown on the attached service list.

Sincerely yours,



James M. Miller

JMM/ej
Enclosures

cc: Hon. Dennis Howard
Service List

Telephone (270) 926-4000
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100 St Ann Building
PO Box 727
Owensboro, Kentucky
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Service List
Case No. 2010-00043

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VP System Operations
Big Rivers Electric Corporation
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Henderson, KY 42419-0024

Albert Yockey
VP Governmental Relations
& Enterprises Risk Management
Big Rivers Electric Corporation
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Douglas L. Beresford
John R. Lilystrom
Hogan & Hartson, LLP
Columbia Square
555 Thirteenth Street, NW
Washington, D.C. 20004

David C. Brown, Esq.
STITES & HARBISON
1800 Providian Center
400 West Market Street
Louisville, Kentucky 40202

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

Application of Big Rivers Electric)
Corporation for Approval to Transfer)
Functional Control of Its Transmission) CASE NO. 2010-00043
System to Midwest Independent)
Transmission System Operator, Inc.)

**MOTION TO ADMIT DOUGLAS L. BERESFORD AND
JOHN R. LILYESTROM TO PRACTICE *PRO HAC VICE***

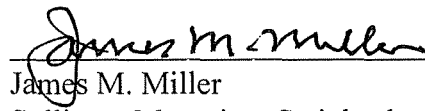
James M. Miller, an attorney licensed to practice law in the Commonwealth of Kentucky who represents Big Rivers Electric Corporation (“Big Rivers”) in this proceeding, moves the Public Service Commission (“Commission”) to admit Douglas L. Beresford and John R. Lilyestrom of Hogan & Hartson LLP, Columbia Square, 555 Thirteenth Street, NW, Washington, D.C. 20004, to appear in this matter *pro hac vice* on behalf of Big Rivers.

In support of this motion, movant states that Douglas L. Beresford is a member in good standing of the bar of the District of Columbia, and John R. Lilyestrom is a member in good standing of the bars of the District of Columbia and the State of Maryland.

In further support of this motion, movant attaches the originals of the Kentucky Bar Association Out-of-State Certification Forms for Douglas L. Beresford and John R. Lilyestrom.

Wherefore, James M. Miller, counsel for Big Rivers in this matter requests the Commission to enter an order allowing Douglas L. Beresford and John R. Lilyestrom to practice before the Commission in this matter, *pro hac vice*.

This the 1st day of March, 2010.



James M. Miller

Sullivan, Mountjoy, Stainback
& Miller, P.S.C.

100 St. Ann Street, P.O. Box 727
Owensboro, Kentucky 42302-0727

Telephone (270) 926-4000

COUNSEL FOR BIG RIVERS

ELECTRIC CORPORATION

KENTUCKY BAR ASSOCIATION

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KENTUCKY BAR ASSOCIATION OUT-OF-STATE CERTIFICATION FORM

COURT Kentucky Public Service Commission CASE NO. 2010-00043

SCR 3.030 Membership, practice by nonmembers and classes of membership

(2) A person admitted to practice in another state, but not in this state, shall be permitted to practice a case in this state only if that attorney subjects himself or herself to the jurisdiction and rules of the court governing professional conduct, pays a per case fee of \$100.00 to the Kentucky Bar Association and engages a member of the association as co-counsel, whose presence shall be necessary at all trials and at other times when required by the court. No motion for permission to practice in any state court in this jurisdiction shall be granted without submission to the admitting court of a certification from the Kentucky Bar Association of receipt of this fee.

The Kentucky Bar Association certifies that John R. Lilyestrom has paid the per case fee of \$100.00 in the above referenced case as required in SCR 3.030(2).

A handwritten signature in cursive script, reading 'Nicole A. Key', is written over a horizontal line.

Nicole A. Key, Deputy Registrar

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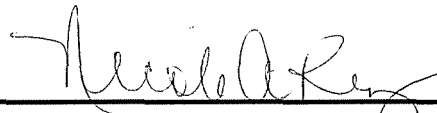
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The Kentucky Bar Association certifies that Douglas L. Beresford has paid the per case fee of \$100.00 in the above referenced case as required in SCR 3.030(2).



Nicole A. Key, Deputy Registrar