

MEMORANDUM OF UNDERSTANDING

Subsequent to the Unwind Transaction, Big Rivers Electric Corporation will continue to provide and be responsible for compliance with all TOP, GOP, and BA Reliability Standard functions related to Henderson Municipal Power and Light as those functions were provided by Big Rivers Electric Corporation, Western Kentucky Energy Corporation, and LG&E Energy Marketing, Inc. prior to the Unwind Transaction.

Henderson Municipal Power & Light

Big Rivers Electric Corporation

BY: _____

BY: Mark E. T. [Signature]

TITLE: _____

TITLE: President and CEO

DATE: _____

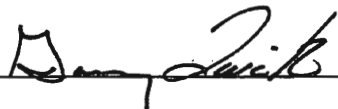
DATE: 7-16-09

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Henderson Municipal Power & Light

Big Rivers Electric Corporation

BY: 

BY: _____

TITLE: General Manager

TITLE: _____

DATE: 6/23/09

DATE: _____