Big Rivers
ELECTRIC CORPORATION

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April 29, 2010

Jeff D. Cline
Public Service Commission
P.O. Box 615
Frankfort, KY 40602-0615

Dear Mr. Cline:

Enclosed is an original notarized copy of Big Rivers Electric Corporation's 2009 Financial and Statistical Report (Annual Report) pursuant to Public Service Commission (PSC) Regulation 807 KAR 5:006, Section 3(1), and Kentucky Revised Statute KRS 278.230(3). This report has also been submitted electronically via the PSC's internet-based data collection system. A copy of Big Rivers' 2009 Audit Report is being provided in conjunction with this filing.

In addition, pursuant to PSC Order dated October 7, 2005, the annual filing of information relating to Administrative Case 387 is enclosed herewith.

If you have any questions, please feel free to contact either Ralph Ashworth or me.

Sincerely,

BIG RIVERS ELECTRIC CORPORATION

Mark A. Hite
Vice President of Accounting

jab
Enclosure

cc: Mark Bailey
C. William Blackburn
Albert Yockey
Ralph Ashworth
Donna Windhaus

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

A REVIEW OF THE ADEQUACY OF KENTUCKY'S GENERATION CAPACITY AND TRANSMISSION SYSTEM	)))	ADMINISTRATIVE CASE NO. 387

PETITION OF BIG RIVERS ELECTRIC CORPORATION FOR CONFIDENTIAL PROTECTION

1. Big Rivers Electric Corporation ("Big Rivers") hereby petitions the Kentucky Public Service Commission ("Commission"), pursuant to 807 KAR 5:001 Section 7 and KRS 61.878(1)(c), to grant confidential protection to part of its response to Item 11 of the supplement to its annual report filed with this petition. The information contained in the response to Item 11 that Big Rivers seeks to protect is a list of scheduled outages from 2010 through 2014 (the "Confidential Information").

2. One (1) sealed copy of the response to Item 11 with the Confidential Information highlighted and ten (10) copies of the response with the Confidential Information redacted are filed with this Petition. 807 KAR 5:001 Sections 7(2)(a)(2), 7(2)(b).

3. A copy of this petition and a copy of the redacted response have been served on all parties. 807 KAR 5:001 Section 7(2)(c).

4. If and to the extent that the Confidential Information becomes generally available to the public, whether through filings required by other agencies or otherwise, Big Rivers will notify the Commission and have its confidential status removed. 807 KAR 5:001 Section 7(9)(a).

5. As discussed below, the Confidential Information is entitled to confidential protection based upon KRS 61.878(1)(c)(1), which protects "records confidentially disclosed to an agency or required by an agency to be disclosed to it, generally recognized as confidential or proprietary, which if openly disclosed would permit an unfair commercial advantage to competitors of the entity that disclosed the records." KRS 61.878(1)(c)(1).

6. Big Rivers competes in the wholesale power market to sell energy excess to its Members' needs, and public disclosure of the Confidential Information will give an unfair commercial advantage to Big Rivers' competitors and will impair Big Rivers' ability to compete in the wholesale power market.

7. The Confidential Information is the type of information that is generally recognized as confidential or proprietary under Kentucky law. The Confidential Information is a list of Big Rivers' scheduled outages from 2010 through 2014. Public disclosure of the Confidential Information would allow Big Rivers' competitors to know when Big Rivers' generating plants will be down for maintenance and thus know a crucial input into Big Rivers' generating costs and need for power and energy during those periods. With that information, potential suppliers to Big Rivers will be able to manipulate the price of power bid to Big Rivers in order to maximize their revenues, thereby causing higher prices for Big Rivers, its members, and the members' retail customers, and giving a commercial advantage to Big Rivers' competitors.

8. Public disclosure of the Confidential Information will also enable prospective purchasers of Big Rivers' power supply in the wholesale market to manipulate the bidding process to the detriment of Big Rivers, impairing Big Rivers' ability to get the best price for its off-system sales during its scheduled outages.

9. Additionally, the Commission has granted confidential protection to this type of information when provided by other utilities. *See, e.g.*, letter from the Commission dated June 9, 2008, in this proceeding, granting confidential protections to Kentucky Utilities Company's response to Item 11 in its supplement to its 2008 annual report..

10. The Confidential Information is not publicly available, is not disseminated within Big Rivers except to those employees and professionals with a legitimate business need to know and act upon the information, and is not disseminated to others without a legitimate need to know and act upon the information.

11. Based on the foregoing, the Confidential Information is entitled to confidential protection. If the Commission disagrees that Big Rivers is entitled to confidential protection, due process requires the Commission to hold an evidentiary hearing. *Utility Regulatory Com'n v. Kentucky Water Service Co., Inc.*, 642 S.W.2d 591 (Ky. App. 1982).

WHEREFORE, Big Rivers respectfully requests that the Commission classify and protect as confidential the Confidential Information filed with this petition.

On this the 29th day of April, 2010.

James M. Miller
Tyson Kamuf
Sullivan, Mountjoy, Stainback
& Miller, P.S.C.
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COUNSEL FOR BIG RIVERS
ELECTRIC CORPORATION

SUPPLEMENT TO BIG RIVERS ELECTRIC CORPORATION'S
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Item 1-G
Item 2-G
Item 5-G
Item 9-G
Item 10-G

Response) The information originally requested in the above Items of Appendix G of the Commission's Order dated December 20, 2001, in Administrative Case No. 387, is no longer required pursuant to the Commission's Order of March 29, 2004, amending the previous Order.

Witness) Michael J. Mattox

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Item 3-G) Actual and weather-normalized monthly coincident peak demands for the just completed calendar year. Demands should be disaggregated into (a) native load demand (firm and non-firm) and (b) off-system demand (firm and non-firm).

Response) Table 3-G shows the actual and weather normalized native load demand and the off-system coincident demand for 2009. Since energy provided by Big Rivers to Kenergy for resale to the Alcan and Century aluminum smelters, is not considered native load to the Big Rivers system, but remains on the Big Rivers' system, it has been disaggregated separately. Big Rivers sells its surplus power into the market and therefore the off-system sales cannot be weather normalized.

Witness) Michael J. Mattox

TABLE # 3G

BIG RIVERS ELECTRIC CORPORATION

TOTAL NATIVE LOAD & OFF-SYSTEM COINCIDENT PEAK DEMANDS (MW)

	Native Load		Smelter Load	Off-System Sales	
	All Firm Peak Demand		Smelter Demand	Off-System Demand	
Month	Actual	Weather Normalized	Actual/Firm	Firm	Non-Firm
Jan-09	673	624	0	0	42
Feb-09	547	569	0	0	96
Mar-09	544	538	0	0	123
Apr-09	442	435	0	0	210
May-09	443	486	0	0	217
Jun-09	611	576	0	0	35
Jul-09	560	639	0	0	62
Aug-09	604	626	696	0	146
Sep-09	514	619	704	0	166
Oct-09	430	480	719	0	25
Nov-09	464	518	730	0	23
Dec-09	566	644	731	0	120

Note: Big Rivers off-system sales are market blocks of power. Therefore, the off-system sales cannot be weather normalized.

Smelter demand for January 1, 2009 through July 16, 2009 was not served by Big Rivers, but was provided by Kenergy and the wholesale supplier was generally LG&E Energy Marketing.

Starting July 17, 2009 Smelter Load is served under wholesale contracts with Kenergy and is not weather sensitive.

Smelter Load/Demand and Off-Sytem Demand are at the time of the Native Load Peak.

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Item 4-G) Load shape curves that show actual peak demands and weather-normalized peak demands (native load demand and total demand) on a monthly basis for the just completed calendar year.

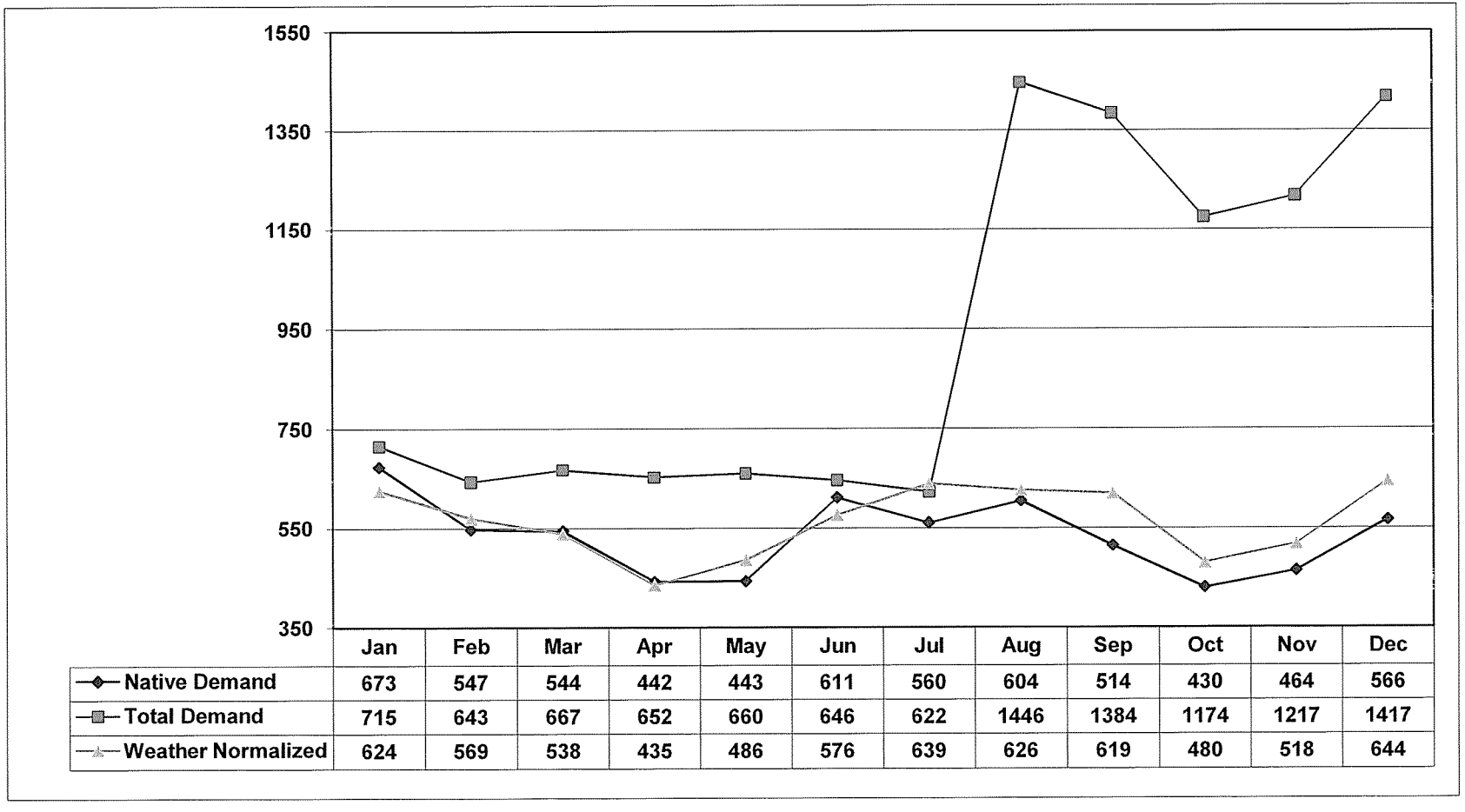
Response) Graph 4-G shows the monthly native load demand with the monthly weather normalized native load demand for 2009. The total curve represents the native load demand plus Alcan and Century aluminum smelters load plus any actual off-system sales at the time of the native load peak.

Witness) Michael J. Mattox

Graph #4G

BIG RIVERS ELECTRIC CORPORATION

NATIVE LOAD AND TOTAL COINCIDENT PEAK DEMANDS (MW) - 2009



	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Native Demand	673	547	544	442	443	611	560	604	514	430	464	566
Total Demand	715	643	667	652	660	646	622	1446	1384	1174	1217	1417
Weather Normalized	624	569	538	435	486	576	639	626	619	480	518	644

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Item 6-G) Based on the most recent demand forecast, the base case demand and energy forecasts and high case demand and energy forecasts for the current year and the following four years. The information should be disaggregated into (a) native load (firm and non-firm demand) and (b) off-system load (both firm and non-firm demand).

Response) Table 6-G tabulates the forecasted base case and high case demand and energy in the associated demand breakdowns as requested. Since energy provided by Big Rivers to Kenergy for resale to the Alcan and Century aluminum smelters is not considered native load to the Big Rivers system, but remains on the Big Rivers' system, it has been disaggregated separately. Big Rivers does not have any off-system load demand.

Witness) Michael J. Mattox

TABLE # 6G

BIG RIVERS ELECTRIC CORPORATION

TOTAL NATIVE LOAD & OFF-SYSTEM LOADS
BASE & HIGH CASE FORECASTS

	Native Load				Smelter		Off-System Load Demand			
	Base Case		High Case		Base/High Case		Base Case		High Case	
Year	Demand (MW)	Energy (MWh)	Demand (MW)	Energy (MWh)	Demand (MW)	Energy (MWh)	FIRM Demand (MW)	NON-FIRM Demand (MW)	FIRM Demand (MW)	NON-FIRM Demand (MW)
2010	641	3,402,682	699	3,501,368	850	7,297,080	0	0	0	0
2011	648	3,437,181	706	3,536,759	850	7,297,080	0	0	0	0
2012	655	3,471,646	714	3,572,132	850	7,297,080	0	0	0	0
2013	661	3,502,829	720	3,605,103	850	7,297,080	0	0	0	0
2014	668	3,538,605	728	3,657,194	850	7,297,080	0	0	0	0

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Item 7-G) The target reserve margin currently used for planning purposes, stated as a percentage of demand. If changed from what was in use in 2001, include a detailed explanation for the change.

Response) During 2001 and until July 17, 2009 Big Rivers' native load was supplied with Liquidated Damages (LD) firm power from LG&E Energy Marketing and firm power from the Southeastern Power Administration. Because of this, Big Rivers had no formal planning reserve margin. On July 17, 2009 upon close of the "Unwind Transaction" Big Rivers regained operational control of its units and no longer receives LD firm power from LG&E Energy Marketing. As part of the Integrated Resource Plan that is currently being prepared for filing with the Kentucky Public Service Commission in November 2010, Big Rivers intends to use a planning reserve margin of 15% as recommended by the Federal Energy Regulatory Commission for utilities that have primarily thermal based systems.

Witness) Michael J. Mattox

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Item 8-G) Projected reserve margins stated in megawatts and as a percentage of demand for the current year and the following 4 years. Identify projected deficits and current plans for addressing these. For each year identify the level of firm capacity purchases projected to meet native load demand.

Response) Presently a force majeure event has been declared by SEPA (Southeastern Power Administration) due to dam safety issues at Wolf Creek and Center Hill dams on the Cumberland System. Currently SEPA is providing energy only on a run-of-the-river-schedule. The termination of the force majeure event and the ability for Big Rivers to resume scheduling SEPA power is currently projected to occur by the summer of 2013. Big Rivers has no firm capacity purchases projected to meet the 15% reserve margin for 2010 through restoration of the SEPA schedule as shown in Table 1.

Table 1

Year	Reserve Margin (MW)	Reserve Margin (%)	Firm Capacity Purchases (MW)	Projected Deficit w/15% Reserve Margin(MW)
2010	134	8%	0	110
2011	122	8%	0	121
2012	110	7%	0	132
2013	277	15%	178	0
2014	270	15%	178	0

However, Table 2 depicts the reserve margins with SEPA at the contract capacity of 178 MW for 2010 thru 2014.

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Table 2

Year	Reserve Margin (MW)	Reserve Margin (%)	Firm Capacity Purchases (MW)	Projected Deficit w/15% Reserve Margin(MW)
2010	312	17%	178	0
2011	300	17%	178	0
2012	288	16%	178	0
2013	277	15%	178	0
2014	270	15%	178	0

Witness) Michael J. Mattox

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Item 11-G) A list that identifies scheduled outages or retirements of generating capacity during the current year and the following four years.

Response) There are no retirements of generating capacity anticipated through 2014. The planned maintenance outage schedule for 2010 through 2014 is being provided pursuant to a Petition for Confidential Protection. The schedule is regularly modified based on actual operating conditions, forced outages, changes in the schedule required to meet environmental regulation compliance, fluctuation in wholesale prices, and other unforeseen events that may affect unit reliability or generation capacity.

REDACTED

The scheduled outages for all units are listed below:

REDACTED

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REDACTED

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REDACTED

Witness) Lawrence V. Baronowsky

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Item 12-G) Identify all planned base load or peaking capacity additions to meet native load requirements over the next 10 years. Show the expected in-service date, size and site for all planned additions. Include additions planned by the utility, as well as those by affiliates, if constructed in Kentucky or intended to meet load in Kentucky.

Response) Big Rivers presently has no plans to make base load or peaking capacity additions to meet native load requirements for the years 2011 through 2020.

Witness) Michael J. Mattox

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Item 13-G) The following transmission energy data for the just completed calendar year and the forecast for the current year and the following four years:

a) Total energy received from all interconnections and generation sources connected to the transmission system.

b) Total energy delivered to all interconnections on the transmission system.

c) Peak load capacity of the transmission system.

d) Peak demand for summer and winter seasons on the transmission system.

Response) The attached four tables list the Big Rivers' transmission system energy, capacity, and demand responses.

Witness) David G. Crockett, P.E.

Big Rivers Electric Corporation
Response to Item 13a

Transmission System Energy Received (MWh)

	Generation	Interconnections	Total
2009	10,467,473	4,510,494	14,977,967

Projected System Energy Received (MWh)

2010	16,000,000
2011	16,000,000
2012	16,000,000
2013	16,000,000

Big Rivers Electric Corporation
Response to Item 13b

Transmission System Energy Delivered at Interconnections (MWh)

	Total
2009	4,913,767

Projected System Energy Delivered at Interconnection (MWh)

2010	5,000,000
2011	5,000,000
2012	5,000,000
2013	5,000,000

Big Rivers Electric Corporation
Response to Item 13c

Transmission Peak Capacity (MW)

2009	2435

Projected Transmission Peak Capacity (MW)

2010	2435
2011	2903
2012	2903
2013	2903

Big Rivers Electric Corporation
Response to Item 13d

Transmission System Peak Demand (MW)

	Winter	Summer
2009	1565	1505

Projected System Peak Demand (MW)

	Winter	Summer
2010	1600	1550
2011	1600	1550
2012	1600	1550
2013	1600	1550

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Item 14-G) Identify all planned transmission capacity additions for the next 10 years. Include the expected in-service date, size and site for all planned additions and identify the transmission need each addition is intended to address.

Response) The attached table lists Big Rivers' current ten-year transmission capacity addition plan. All the projects in this plan are for the purpose of meeting our three member cooperatives' load growth and if load patterns deviate from the current forecast, the plan will be correspondingly altered.

Witness) David G. Crockett, P.E.

BIG RIVERS ELECTRIC TRANSMISSION CAPACITY ADDITIONS, 2010 – 2019

Project Description	Notes
Year: 2010	
Falls of Rough – McDaniels 69 kV Line (6 miles)	Up-grading infrastructure to meet system load growth
Re-conductor CEHV-Coleman 161 kV Lines (3 miles)	Increase off-system import/export capability
Re-conductor Coleman-Newtonville 161 kV Line (3miles)	Increase off-system import/export capability
Year: 2011	
Paradise 161 kV line Terminal Upgrade	Increase off-system import/export capability
Re-conductor Wilson tie – Paradise 161 kV Line (8miles)	Increase off-system import/export capability
White Oak Substation & Transmission Line Additions (50MVA)	Up-grading infrastructure to meet system load growth
Wilson To Hardinsburg – Paradise 161 kV line (13 miles)	Increase off-system import/export capability
Wilson 161 kV line Terminal	Increase off-system import/export capability
Year: 2012	
Co-op Substation 69 kV Line (3 miles)	Member Substation tap line and metering
Cumberland – Caldwell Springs 69 kV line (10 miles)	Up-grading infrastructure to meet system load growth
Wilson Substation 161/69 kV 50 MVA TX Addition	Up-grading infrastructure to meet system load growth
Wilson – Centertown 69 kV Line Addition (6 miles)	Up-grading infrastructure to meet system load growth
Re-Conductor Meade Co. –Garrett 336 MCM (8.5 miles)	Up-grading infrastructure to meet system load growth
Hancock Capacitor Bank Addition	Up-grading infrastructure to meet system load growth

BIG RIVERS ELECTRIC TRANSMISSION CAPACITY ADDITIONS, 2010 – 2019

Project Description	Notes
Year: 2013	
Co-op Substation 69 kV Line (3 miles)	Member Substation tap line and metering
Upgrade Pleasant Ridge to Centertown 69 kV Line (15.9 miles)	Up-grading infrastructure to meet system load growth
Garrett to Flaherty Tap 69 kV Line Addition (3 miles)	Up-grading infrastructure to meet system load growth
Year: 2014	
Co-op Substation 69 kV Line (2 miles)	Member Substation tap line and metering
Sebree Capacitor Bank	Up-grading infrastructure to meet system load growth
Year: 2015	
Co-op Substation 69 kV Line (2miles)	Member Substation tap line and metering
Corydon 161/69 kV Substation (50 MVA)	New Substation to meet system load growth
HMP&L #4 161 kV Line Terminal	Transmission Line to connect new Substation
Corydon-HMP&L #4 161 kV Line (9 miles)	Transmission Line to connect new Substation
Year: 2016	
Co-op Substation 69 kV Line (2 miles)	Member Substation tap line and metering
Bryan Road – Husband Rd. Tap Re-conductor 336 MCM (1m)	Up-grading infrastructure to meet system load growth

BIG RIVERS ELECTRIC TRANSMISSION CAPACITY ADDITIONS, 2010 – 2019

Project Description	Notes
Year: 2017	
Co-op Substation 69 kV Line (2 miles)	Member Substation tap line and metering
Re-Conductor Reid – Niagara with 336 MCH (6 miles)	Up-grading infrastructure to meet system load growth
Re-Conductor Rome Jct.-W.Owensboro with 336 MCM(4.9 miles)	Up-grading infrastructure to meet system load growth
Hardinsburg Transformer Upgrades (100 MVA)	Up-grading infrastructure to meet system load growth
Year: 2018	
Re-Conductor Henderson Co. – Zion tap with 556 MCM (1.6 miles)	Up-grading infrastructure to meet system load growth
Re-Conductor Zion Tap - Wolf Hills Tap 556 MCM (1.2 miles)	Up-grading infrastructure to meet system load growth
Co-op Substation 69 kV line (2 miles)	Member Substation tap line and metering
Re-Conductor Corydon-Geneva to 336 MCM (6.1 miles)	Up-grading infrastructure to meet system load growth
Year: 2019	
Wilson – Sacramento 69 kV Line (10.9 miles)	Up-grading infrastructure to meet system load growth
Re-Conductor Thruston Jct.-E. Owensboro with 336 MCM (3.5 miles)	Up-grading infrastructure to meet system load growth
Re-Conductor Daviess Co. Philpot Tap with 336 MCM (9.9 miles)	Up-grading infrastructure to meet system load growth
Custer Substation and Transmission Line Additions (50 MVA)	Up-grading infrastructure to meet system load growth