

AMENDMENT TO AGREEMENT FOR TIER 3 ENERGY
BETWEEN
KENERGY CORP.
AND
BIG RIVERS ELECTRIC CORPORATION

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The Parties to this Amendment to Agreement (“Amendment”), dated as of this 8th day of September, 2006 are KENERGY CORP., a Kentucky corporation organized under KRS Chapter 279 (“Kenergy”) and BIG RIVERS ELECTRIC CORPORATION, a Kentucky corporation (“Supplier” or “Big Rivers”). Kenergy and Supplier are each referred to individually as a “Party” and collectively as “Parties.” It is recognized by the Parties that Alcan Primary Products Corporation (“Alcan”) is a third-party beneficiary under this Agreement. Pursuant to the attached Form of Consent, Alcan consents to this Agreement.

RECITALS


WHEREAS, Big Rivers and Kenergy entered into an “Agreement for Tier 3 Energy Service” dated as of November 1, 2005 (“Agreement”) that, among other things, requires Kenergy to purchase from Big Rivers 17 MW of Block A Energy (as defined in the Agreement), and

WHEREAS, Kenergy has requested, and Big Rivers has agreed to amend the Agreement to reduce the amount of Block A Energy from 17 MW to 12 MW, and to promptly submit that amendment to the Public Service Commission for appropriate approvals.

AGREEMENT

In consideration of the mutual agreements of the Parties and other valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties agree that Section 4.01 of the Agreement is amended to change the amount of Block A Energy Kenergy is required to purchase from Big Rivers under the Agreement from 17 MW to 12 MW, and that all other references in

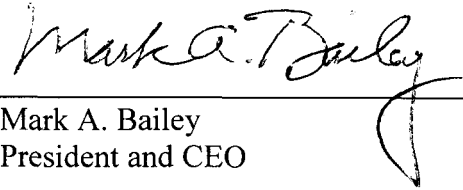
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SECTION 9 (1)

By 
Executive Director

the Agreement to 17 MW are amended to conform with this amendment to Section 4.01. The reduction in the Block A Energy purchase obligation of Kenergy under the Agreement will be effective as of the date this Amendment is approved or accepted without change by the Public Service Commission of Kentucky. The Agreement shall otherwise remain unchanged and in full force and effect.

IN WITNESS WHEREOF, this Amendment to Agreement is hereby executed as of the day and year first above written.

KENERGY CORP.



By: Mark A. Bailey
Title: President and CEO

BIG RIVERS ELECTRIC CORPORATION



By: Michael H. Core
Title: President and CEO

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CONSENT

Alcan Primary Products Corporation (“Alcan”) hereby agrees with Kenergy Corp. (“Kenergy”) and Big Rivers Electric Corporation (“Big Rivers”) that Alcan has reviewed the Amendment dated September 8, 2006 to Agreement for Tier 3 Energy dated November 1, 2005 (“Amendment”) and hereby consents to the execution, delivery and performance of the Amendment by Kenergy and Big Rivers for all purposes.

Dated: September 8, 2006

ALCAN PRIMARY PRODUCTS CORPORATION

By: 
Pam Schneider
Treasurer

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Executive Director