

AMENDMENT NO. 3

THIS AMENDMENT, entered into as of this 8th day of December, 1989, by and between BIG RIVERS ELECTRIC CORPORATION, having a postal address of P.O. Box 24, 201 Third Street, Henderson, Kentucky 42420 ("Big Rivers"), and GREEN RIVER ELECTRIC CORPORATION, having a postal address of P.O. Box 1389, Owensboro, Kentucky 42302-1389, ("Green River"), both parties being cooperative corporations organized and operating under KRS Chapter 279 and related chapters and sections of the Kentucky Revised Statutes.

WHEREAS, the parties hereto entered into an amended and restated agreement dated February 16, 1988, as amended on June 14, 1989, and December 8, 1989, regarding the terms and conditions on which Big Rivers would sell Green River electricity for resale to certain large industrial customers of Green River, referred to in the present instrument as the "Agreement", and

WHEREAS, the parties now desire to amend the Agreement to update the list of covered contracts to include the December 8, 1989, amendment to the retail electric service agreement between Green River and Alumax Aluminum Corporation,

NOW, THEREFORE, in consideration of the mutual covenants of the parties hereto, the parties agree as follows:

(1) Exhibit 1 to the Agreement shall be and is hereby amended to read as set out on the revised Exhibit 1, which is attached hereto and incorporated herein by reference.

(2) The effective date of this amendment shall be the date upon which the last of the following conditions precedent occur:

(a) this amendment has been approved in writing by the Administrator of the Rural Electrification Administration of the United States, and

(b) this amendment has been filed with the Public Service Commission of Kentucky and has been approved by such Commission by order or by action of law under the Kentucky statutes and the Public Service Commission's rules and regulations.

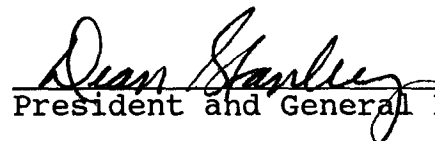
IN TESTIMONY WHEREOF, the parties hereto have executed this amendment in multiple counterparts as of the date first hereinabove written.

BIG RIVERS ELECTRIC CORPORATION



General Manager

GREEN RIVER ELECTRIC CORPORATION



President and General Manager

**CONTRACTS OF GREEN RIVER ELECTRIC CORPORATION
FOR RESALE OF ELECTRIC ENERGY TO INDUSTRIAL CUSTOMERS
(REVISED DECEMBER 8, 1989)**

(1) Agreement for Electric Service between Green River Electric Corporation and Martin Marietta Aluminum, Inc., dated May 15, 1978, as amended by Amendment No. 1 thereto, dated November 5, 1979. Martin Marietta Aluminum, Inc., changed its name to Commonwealth Aluminum Corporation effective January 11, 1985.

(2) Agreement for Electric Service between Green River Electric Corporation and National-Southwire Aluminum Company, dated June 14, 1982, as amended by amendments dated November 20, 1987, June 8, 1989, and December 8, 1989.

(3) Agreement for Electric Service between Green River Electric Corporation and Green River Coal Company, dated April 25, 1983.

(4) Agreement for Electric Service between Green River Electric Corporation and Alumax Aluminum Corporation [formerly Howmet Aluminum Corporation (Mill Products Division)], dated July 7, 1982, as amended by Amendment No. 1 thereto, dated August 6, 1984, and Amendment No. 2 thereto, dated December 8, 1989.

(5) Agreement for Electric Service between Green River Electric Corporation and Willamette Industries, Inc. - Kentucky Mills Division, dated February 24, 1981.

(6) Agreement for Electric Service between Green River Electric Corporation and Rose Brothers Trucking, Inc., dated March 12, 1987.