

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT

("Agreement") is made and entered into this 19th day of September, 2006, by and between **OHIO COUNTY COAL COMPANY**, a corporation, 19070 State Route 1078, Henderson, Kentucky 42420 ("Assignor"), and **DYSON CREEK COAL COMPANY, LLC**, a limited liability company, 701 Market Street, St. Louis, Missouri 63101 ("Assignee");

WHEREAS:

(1) Assignor entered into an Agreement for Electric Service with Kenergy Corp. on October 1, 2004;


(2) Said Agreement for Electric Service was accepted as a special contract by the Kentucky Public Service Commission in Filing No. TFS2004-01436, and

(3) Assignor now desires to assign its rights and obligations under said Agreement for Electric Service to Assignee;

NOW, therefore, the premises considered and for valuable consideration, including the mutual promises and covenants of the Assignor and Assignee, **IT IS AGREED** as follows:

1. Assignor hereby transfers and assigns to Assignee all of Assignor's rights and obligations under the aforementioned Agreement for Electric Service with Kenergy Corp. dated October 1, 2004. This assignment shall be effective as of September 1, 2006, provided that it shall not become effective unless approved or accepted in writing by the Kentucky Public Service Commi

PUBLIC SERVICE COMMISSION
OF KENTUCKY
EFFECTIVE
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SECTION 9(1)

By 
Executive Director

2. Assignee accepts such assignment and assumes all obligations of Assignor thereunder.

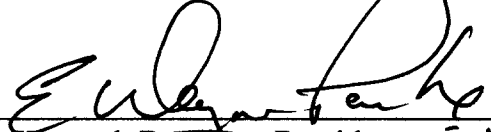
3. This Agreement shall inure to the benefit of and be binding upon the Assignor, Assignee and respective successors and permitted assigns.

IN TESTIMONY WHEREOF, witness the hands of the parties hereto this the day and date first above written.

ASSIGNOR:

OHIO COUNTY COAL COMPANY

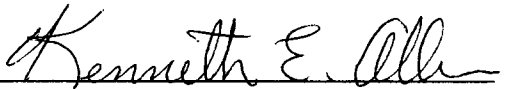
By


~~Kenneth R. Milton, President~~ E. WAYNE PARKER
Vice President

ASSIGNEE:

DYSON CREEK COAL COMPANY, LLC

By



Printed Name:

Kenneth E. Allen
Manager
President

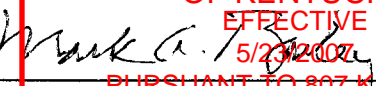
CONSENT

KENERGY CORP. hereby consents to the foregoing assignment and assumption and releases Ohio County Coal Company LLC from all obligations under the Electric Service Agreement dated October 1, 2004.

This 19th day of September, 2004.

KENERGY CORP.

By


Mark A. Bailey
President and CEO

By



Executive Director

