

AMENDMENT NO. 3

THIS AMENDMENT, entered into as of this 7th day of December, 1979, by and between BIG RIVERS ELECTRIC CORPORATION, having a postal address of P.O. Box 24, 201 Third Street, Henderson, Kentucky, 42420, called "Big Rivers", FIRST PARTY, and GREEN RIVER ELECTRIC CORPORATION, having a postal address of P.O. Box 1389, Owensboro, Kentucky, 42301, called "Green River", SECOND PARTY, both parties being cooperative corporations organized and operating under KRS Chapter 279 and related chapters and sections of the Kentucky Revised Statutes.

WITNESSETH: WHEREAS, the parties hereto entered into an agreement dated October 12, 1974, approved by the Administrator of the Rural Electrification Administration on February 25, 1975, with respect to performance of certain contracts between Green River and certain of its industrial consumers as identified in Exhibit 1 to the said agreement, the said agreement having been amended by "Amendment No. 1", entered into as of August 8, 1975, and approved by the Administrator of the Rural Electrification Administration on February 5, 1976, and the said agreement having further been amended by "Amendment No. 2", entered into as of March 9, 1976, and approved by the Administrator of the Rural Electrification Administration on April

13, 1976, the agreement of October 12, 1974, Amendment No. 1 and Amendment No. 2 thereto together being known in the present instrument as the "agreement", and

WHEREAS, one of the Green River contracts with an industrial customer described in Exhibit 1 to the agreement was an agreement for electric service, as amended and supplemented, between Green River and National Southwire Aluminum Company (NSA), dated October 5, 1973, as amended by amendment dated March 9, 1976, and

WHEREAS, Green River and NSA have now proposed an amendment to the said agreement between them, which amendment will be dated as of the 7th day of December, 1979, increasing the minimum contract demand of NSA from 365,000 kW to 370,000 kW on a permanent basis from and after January 1, 1981, and

WHEREAS, the Kentucky Public Service Commission has been abolished and its duties have been delegated by statute to the Energy Regulatory Commission of Kentucky, and

WHEREAS, Green River entered into a new agreement for retail electric service with Martin-Marietta Aluminum, Inc. on May 15, 1978, and has now amended that agreement by Amendment No. 1 dated November 5, 1979, and

WHEREAS, the parties hereto wish to amend the agreement between them to reflect the various changes heretofore mentioned,

NOW, THEREFORE, in consideration of the mutual covenants of the parties hereto, the parties hereto do covenant and 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) Paragraph number 8 is amended to delete the words "Kentucky Public Service Commission" and to substitute therefor the words "Energy Regulatory Commission of Kentucky".

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

(a) This agreement is executed by the parties hereto;

(b) This agreement has been approved in writing by the administrator of the Rural Electrification Administration of the United States;

(c) This agreement has been filed with the Energy Regulatory Commission of Kentucky and has been approved by such Commission, or has otherwise become effective under the Kentucky statutes and the Energy Regulatory Commission's rules and regulations.

(d) The amendment to agreement for electric service between Green River and NSA dated December 7, 1979 has been signed by both parties without changes

in the substance of that amendment,
and has become effective according to
its terms.

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

BIG RIVERS ELECTRIC CORPORATION

BY: Morton Henshaw
President

ATTEST:

Loyal Brooks
Secretary

GREEN RIVER ELECTRIC CORPORATION

BY: R. Mills
President and General Manager

ATTEST:

Robert Ireland
Secretary