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REPLACEMENT POWER AGREEMENT BETWEEN
LOUISVILLE GAS & ELECTRIC COMPANY AND
KOSMOS CEMENT COMPANY

MAY 17 1994

PUBLIC SERVICE
COMMISSION

THIS AGREEMENT, dated as of the 13th day of May, 1994, is between LOUISVILLE GAS AND ELECTRIC COMPANY ("Company") and KOSMOS CEMENT COMPANY ("Customer"), collectively the "Parties".

WITNESSETH

WHEREAS, Company owns and operates an electric generating, transmission and distribution system in and about the city of Louisville and Jefferson County, Kentucky; and,

WHEREAS, Customer is a consumer of electricity sold to it by Company at its facility located at 15301 Dixie Highway;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein set forth, the Parties agree as follows:

1. Commencing March 1, 1994, Company will sell and deliver and Customer will take and purchase the electric power requirements for the operation of its facilities referenced above at the rates and under the conditions of Company's standard rate schedule LP-TOD and standard rider for Interruptible Service, however, such schedule and rider shall be amended by the terms and conditions hereinafter set forth. Customer shall be served at 138 KV under the transmission rate of rate schedule LP-TOD. Customer has designated a firm demand of 0 kilowatts.

2. Whenever it becomes necessary to curtail or interrupt Customer's load, Company shall use its best efforts to obtain replacement power and to offer Customer replacement power for the interruptible load that would have otherwise been interrupted. The Customer's minimum interruptible load must total 5,000 kilowatts or more in order to utilize this replacement power provision. The price of replacement power shall be based on Company's out-of-pocket costs of either generating the replacement power on its system or purchasing it from another utility, plus transmission, administration and other costs at the time the customer purchases replacement power.

3. Company's electric load dispatcher will, at the time of the notice to interrupt, notify Customer's designated Representative as to the availability of replacement power and if replacement power is available, will quote a firm price for replacement power in mills per kwh. An assessment of the availability of replacement power at such greater cost will be made each hour thereafter, and a new price quotation will be given to Customer for each hour that replacement power is available. Customer will have the option of either being interrupted or purchasing power at the price quoted for that hour. The price quoted for replacement power will apply to all energy consumed for that hour above the level of firm power.

PUBLIC SERVICE COMMISSION
OF KENTUCKY
EFFECTIVE

JUN 16 1994

PURSUANT TO 807 KAR 5:011,
SECTION 9 (1)

BY: [Signature]
PUBLIC SERVICE COMMISSION MANAGER