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**PUBLIC SERVICE
COMMISSION**

AMENDMENT NO. 3

THIS AMENDMENT, entered into as of this 11th day of January, 1985, 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, 42302-1389, 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.

WHEREAS, the parties hereto entered into an agreement dated October 12, 1974, as amended by "Amendment No. 1", dated August 8, 1975, and "Amendment No. 2", dated March 9, 1976, the agreement of October 12, 1974, Amendment No. 1 and Amendment No. 2 being collectively known in the present instrument as the "Agreement", and

WHEREAS, the parties now desire to amend the Agreement to update the list of covered contracts and make other changes to simplify future administration of the Agreement,

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

(1) Paragraph 3 of the Agreement is amended to read in its entirety as follows:

Big Rivers covenants to sell to Green River, and Green River covenants to buy from Big Rivers, all of the electric capacity and energy required for Green River's performance of each of the contracts described in Exhibit 1 upon their respective terms, rates, charges, adjustments, minimum bills, and such other provisions as are stated in each of

such contracts, or as may otherwise be or become legally effective between Green River and such customers, except that electric rates between Big Rivers and Green River for electricity supplied for resale by Green River under its said industrial contracts shall be less than the electric rates charged by Green River to such industrial consumers by such amounts as may be approved by the Kentucky Public Service Commission from time to time.

(2) 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.

(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 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; and

(d) this Amendment has been signed by both parties without changes in the substance of this 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: Walter Henshaw
President

ATTEST:

William B. Briscoe
Secretary

GREEN RIVER ELECTRIC CORPORATION

By: Dean Stanley
General Manager

ATTEST:

Marion Cecil
Secretary