

AMENDMENT NO. 2 TO AGREEMENT FOR ELECTRIC SERVICE

THIS AMENDMENT TO AGREEMENT FOR ELECTRIC SERVICE, made and entered into this 8 day of June, 1989, by and between GREEN RIVER ELECTRIC CORPORATION, a Kentucky corporation, organized under KRS Chapter 279, with principal offices at 3111 Fairview Drive, P. O. Box 1389, Owensboro, Kentucky 42302, hereinafter called "Green River", and NATIONAL-SOUTHWIRE ALUMINUM COMPANY, a corporation formed under the laws of the State of Delaware, with its principal place of business in Hancock County, Kentucky, P. O. Box 500, Hawesville, Kentucky 42348, hereinafter called "NSA".

WITNESSETH:

WHEREAS, Green River and NSA are parties to an Agreement for Electric Service as Amended and Supplemented dated June 14, 1982, as revised by amendment dated November 20, 1987 (the "1982 Agreement"), and

WHEREAS, Southwire Company ("Southwire") has been receiving electric service from NSA and the Southwire load has been included as a part of the NSA load under the 1982 agreement, and

WHEREAS, Southwire has now contracted directly with Green River for electric service;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereby agree as follows:

(1) Commensurately with the effective date of the agreement for electric service between Southwire and Green River (the "Southwire agreement"), a copy of which is attached as Exhibit "A":

(a) the contract demand range established under paragraph 15 of the June 14, 1982, agreement shall be reduced by 3,000 kW, and

(b) the term "supplemental demand" defined in paragraph (1) (a) of the November 20, 1987, amendment to the June 14, 1982, agreement shall mean NSA's actual monthly demand in kilowatts in excess of 342,000 kilowatts.

(2) NSA acknowledges receipt of a copy of the Southwire agreement.

(3) The provisions of the 1982 Agreement shall govern performance of this amendment, except to the extent inconsistent herewith.

(4) This amendment shall not become effective unless and until:

(a) this amendment is approved by the Administrator of the Rural Electrification Administration of the United States of America and the Louisville Bank for Cooperatives; and

(b) this amendment has been filed with and approved or accepted by the Public Service Commission of Kentucky.

WITNESS the signatures of the parties hereto on this the day and date first hereinabove written.

Attest:

M. Carson Cecil
Assistant Secretary

GREEN RIVER ELECTRIC CORPORATION

By: *Dean Stanley*
Dean Stanley
President & General Manager

Attest:

F. H. Tolson
Title
CHIEF ELECTRICAL ENGINEER

NATIONAL-SOUTHWIRE ALUMINUM
COMPANY

By: *H. E. Satterly*
Title: VP. & Gen. Mgr.