

AMENDMENT NO. 3 TO AGREEMENT DATED OCTOBER 12, 1974  
BETWEEN BIG RIVERS ELECTRIC CORPORATION AND  
HENDERSON UNION ELECTRIC COOPERATIVE

RECEIVED  
MAY 21 1997  
PUBLIC SERVICE COMMISSION

THIS AMENDMENT NO. 3 dated as of the 11<sup>th</sup> day of April, 1997, by and between Big Rivers Electric Corporation, P.O. Box 24, 201 Third Street, Henderson, Kentucky 42420 ("Big Rivers"), First Party, and Henderson Union Electric Cooperative, P.O. Box 18, 6402 Old Corydon Road, Henderson, Kentucky 42420 ("Henderson Union"), Second Party, both parties being cooperative corporations organized under KRS Chapter 279 and related chapters of the Kentucky Revised Statutes.

PUBLIC SERVICE COMMISSION  
OF KENTUCKY  
EFFECTIVE

W I T N E S S E T H:

JUN 20 1997

IN CONSIDERATION of the mutual covenants, ~~By~~ Stephen D. Bell  
conditions herein contained, it is covenanted by and between the  
parties hereto as follows:

PURSUANT TO 807 KAR 5.011,  
SECTION 9 (1)  
Stephen D. Bell  
SECRETARY OF THE COMMISSION

1. The Agreement between them dated the 12th day of October, 1974, with respect to Big Rivers' generation and supply of electricity to Henderson Union for certain of its industrial customers, as named therein, and Amendment No. 1 thereto, dated as of the 14th day of May, 1982, and Amendment No. 2 thereto, dated as of the first day of January, 1990, shall remain in full force and effect between the parties as amended in this Amendment No. 3.

2. Exhibit No. 1 to this Amendment shall be substituted for and in lieu of Exhibit No. 1 to the October 12, 1974,

Agreement and to the Amendment No. 1 thereto, dated the 14th day of May, 1982, and to the Amendment No. 2 thereto, dated as of the first day of January, 1990.

3. This Amendment shall be effective on the date upon which the last of the following conditions precedent occurs:

a. This Amendment No. 3 is approved by the RUS and by Cooperative Finance Corporation, and

b. This Amendment No. 3 has been approved by the Kentucky Public Service Commission, or has otherwise become effective under the Kentucky statutes and the Commission's rules and regulations, and

c. The "Agreement for Purchase and Sale of Supplemental Power" between Henderson Union and Alcan Aluminum Corporation dated April 11, 1997 has become effective, and

IN TESTIMONY WHEREOF, the parties hereto have executed this Amendment No. 3 as of the date first herein written.

BIG RIVERS ELECTRIC CORPORATION

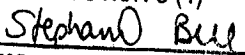
BY:   
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Paula Mitchell

PUBLIC SERVICE COMMISSION  
OF KENTUCKY  
EFFECTIVE

JUN 20 1997

PURSUANT TO 807 KAR 5:011,  
SECTION 9 (1)  
BY:   
\_\_\_\_\_  
SECRETARY OF THE COMMISSION

HENDERSON UNION ELECTRIC  
COOPERATIVE

BY: John West  
President

ATTEST:

Paula Mitchell

PUBLIC SERVICE COMMISSION  
OF KENTUCKY  
EFFECTIVE

JUN 20 1997

PURSUANT TO 807 KAR 5.011,  
SECTION 9(1)

BY: Stephan Bue  
SECRETARY OF THE COMMISSION

EXHIBIT NO. 1

CONTRACTS OF HENDERSON UNION ELECTRIC COOPERATIVE  
FOR RESALE OF ELECTRIC SERVICE TO INDUSTRIAL CUSTOMERS

1. Agreement with Anaconda Aluminum Company dated April 24, 1982, as amended by Amendment No. 1 with assignee Alcan Aluminum Corporation dated as of January 1, 1990. Agreement with Alcan Aluminum Corporation dated April 11, 1997.
2. Agreement with Peabody Coal Company dated June 1, 1980, for service to Breckinridge Coal Mine.
3. Agreement with Peabody Coal Company dated August 13, 1975, for service to Camp No. 2 Fan, amended July 1, 1988.
4. Agreement with Webster County Coal Corporation dated May 15, 1972, for service to Goldsberry Mine.
5. Agreement with Webster County Coal Corporation dated July 1, 1984, for service to Retiki Mine.
6. Agreement with Island Creek Coal Company dated August 20, 1975, for service to Hamilton Mine No. 2.
7. Agreement with Island Creek Coal Company dated April 28, 1975, for service to Providence Mine No. 1.
8. Agreement with Kawecki Berylco Industries, Inc., dated April 8, 1980.
9. Agreement with Pyro Mining Company dated April 1, 1982, for service to Williams Station and Mitchell.
10. Agreement with ACCURIDE Corporation, dated October 1, 1983, assigned to ACCURIDE January 20, 1987.
11. Agreement with Peabody Coal Company dated January 1, 1986, for service to East Portal.
12. Agreement with Jim Smith Coal Corporation dated June 1, 1986.
13. Agreement with Sextet Mining Corporation dated June 2, 1986.
14. Agreement with Pyramid Mining, Inc., dated June 10, 1988.
15. Agreement with Valley Grain Products dated August 26, 1988.
16. Agreement with Green Construction Company of Indiana dated August 26, 1988.

PUBLIC SERVICE COMMISSION  
OF KENTUCKY  
EFFECTIVE

JUN 20 1997

PURSUANT TO 807 KAR 5.011,  
SECTION 9 (1)  
BY: Stephan O. Bell  
SECRETARY OF THE COMMISSION