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AMENDMENT NO. 1 TO WHOLESALE ELECTRIC SERVICE AGREEMENT
(ALCAN)

This AMENDMENT NO. 1 TO WHOLESALE ELECTRIC SERVICE AGREEMENT (ALCAN) (this "Amendment") is dated as of September 20, 2011, and made by and between BIG RIVERS ELECTRIC CORPORATION, a Kentucky rural electric cooperative corporation ("Big Rivers"), and KENERGY CORP., a Kentucky rural electric cooperative corporation ("Kenergy").

RECITALS

A. Big Rivers is a generation and transmission cooperative and Kenergy is a member of Big Rivers.

B. Kenergy currently supplies and delivers to Alcan Primary Products Corporation, a Texas corporation ("Alcan"), the owner and operator of an aluminum reduction plant in Sebree, Kentucky, electric energy and related services pursuant to an Agreement for Electric Service, dated as of July 1, 2009 (the "Retail Agreement").

C. Kenergy purchases electric energy and related services for resale to Alcan under the Retail Agreement from Big Rivers pursuant to a Wholesale Electric Service Agreement (Alcan) dated as of July 1, 2009 (the "Wholesale Agreement").

D. Kenergy, Big Rivers and Alcan have agreed to amend the Retail Agreement and the Wholesale Agreement to resolve an issue raised by Big Rivers' membership in and integration into Midwest Independent Transmission System Operator, Inc.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter set forth, the Parties, intending to be legally bound, hereby covenant and agree as follows:

1.0 Section 4.7.5 of the Wholesale Agreement is hereby amended to add a new subsection (q), to read in its entirety as follows:

(q) It shall be assumed that: No costs under the Midwest ISO Transmission Expansion Plan currently charged under Midwest Independent Transmission System Operator, Inc. tariff Schedule 26 (or in the future, under any other Midwest ISO tariff schedule that recovers Midwest ISO Transmission Expansion Plan costs), except to the extent otherwise recovered in the rates of Big Rivers, have been a charged to Big Rivers.

KENTUCKY PUBLIC SERVICE COMMISSION
JEFF R. DEBOUEN EXECUTIVE DIRECTOR
TRIEFF BRANCH
<i>Brent Kirtley</i>
EFFECTIVE 11/5/2011 PURSUANT TO 807 KAR 5:011 SECTION 9 (1)

2.0 This Amendment shall become effective upon the last to occur of (i) approval or acceptance of this Amendment and the corresponding amendment to the Retail Agreement by the Public Service Commission of Kentucky, and (ii) approval, if required, of this Amendment and the corresponding amendment to the Retail Agreement by the Rural Utilities Service, except that the effective date of the amendment to Section 4.7.5 of the Wholesale Agreement, described in Section 1.0 of this Amendment, shall be postponed until the effective date of the final order of the Public Service Commission of Kentucky in *Application of Big Rivers Electric Corporation for a General Adjustment in Rates*, P.S.C. Case No. 2011-00036.

3.0 All other terms and conditions of the Wholesale Agreement shall remain in full force and effect.

The parties are signing this Amendment as of the date stated in the introductory clause.

BIG RIVERS ELECTRIC CORPORATION

By: Mark A. Bailey
Name: Mark A. Bailey
Title: President and CEO

KENERGY CORP.

By: Sanford Novick
Name: Sanford Novick
Title: President and CEO

**KENTUCKY
PUBLIC SERVICE COMMISSION**

**JEFF R. DEROUEN
EXECUTIVE DIRECTOR**

TARIFF BRANCH

Brent Kirtley

EFFECTIVE

11/5/2011

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