

**SECOND AMENDMENT  
TO  
AGREEMENT FOR INTERRUPTIBLE TIER 3 ENERGY  
DATED JULY 25, 2002**

THIS AMENDMENT is entered into this 26<sup>th</sup> day of November, 2003, by and between KENERGY CORP., a Kentucky electric cooperative corporation organized under KRS Chapter 279 ("Kenergy"), and BIG RIVERS ELECTRIC CORPORATION, a Kentucky electric cooperative corporation ("Supplier" or "Big Rivers").

**RECITALS**

A. Kenergy and Supplier have entered into an Agreement for Interruptible Tier 3 Energy dated July 25, 2002 (the "Agreement") pursuant to which Supplier agreed to sell to Kenergy and Kenergy agreed to purchase from Supplier for resale to Century Aluminum of Kentucky, L.L.C. ("Century") up to 10 MW of fully interruptible Tier 3 Energy.

B. By First Amendment dated November 22, 2002 Kenergy and Supplier agreed to increase the volume of fully interruptible Tier 3 Energy delivered and purchased in 2003 from up to 10 MW to up to 15 MW.

B. The rates, terms and conditions contained in the Agreement have been accepted by the Kentucky Public Service Commission for resale by Kenergy to Century through December 31, 2003 (see Filing No. C 63-0875).

C. Section 5.04(b) of the Agreement provides that each year Supplier and Kenergy shall determine a mutually agreeable Base Rate for the following year and execute an appropriate amendment to the Agreement documenting their agreement.

D. Supplier and Kenergy have agreed on the Base Rate for 2004 for up to 15 MW of fully interruptible Tier 3 Energy and desire to document this agreement by entering into this Second Amendment.

PUBLIC SERVICE COMMISSION  
OF KENTUCKY

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PURSUANT TO KRS 807.010  
SECTION 9.10

BY Cheryl S. [Signature]  
EXECUTIVE DIRECTOR

THEREFORE, in consideration of the mutual covenants set forth below the parties agree as follows:

1. The Agreement is amended by deleting in its entirety the proviso at the end of the first sentence of Section 5.01 (added by the First Amendment) and substituting therefore the following new proviso at the end of the first sentence of Section 5.01:

; provided, however, that during the period January 1, 2004 through December 31, 2004 Kenergy may schedule up to fifteen (15) MW of such Tier 3 Energy.

2. The Agreement is amended by adding the following new Section 5.04(d):

Pursuant to Section 5.04(b) Supplier and Kenergy agree that the Base Rate for Scheduled Energy from January 1, 2004 through December 31, 2004 shall be \$27.50 per MWh.

3. This Second Amendment shall become effective on the date it is executed and delivered by the Parties. Notwithstanding the effective date of this Second Amendment, the 2004 delivery obligations of Supplier and the 2004 purchase obligations of Kenergy for up to 15 MW of fully interruptible Tier 3 Energy are subject to the condition that the Parties have received Kentucky Public Service Commission acceptance of the Base Rate with respect to such deliveries. As soon as such condition has been satisfied, Kenergy shall promptly provide written notice to Century and Supplier that the condition has been satisfied. Unless waived by Supplier in writing, the condition contained in this Section 3 shall not be deemed satisfied until Supplier has received such notice. Each Party agrees to use reasonable diligence to satisfy the condition described in this Section 3. If the condition has not been satisfied by December 31, 2003, either Party may terminate this Second Amendment upon written notice to the other Party. Failure of any such approval shall not affect the previously approved rates, terms and conditions contained in the Agreement.

4. All other terms and conditions of the Agreement, as amended, shall remain in full

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PURSUANT TO 107 KAR 001  
SECTION 9 (1)  
BY Charles H. [Signature]  
EXECUTIVE DIRECTOR

force and effect and shall apply to the provision of service under this Second Amendment.

IN WITNESS WHEREOF, this Amendment is hereby executed as of the day and year first above written.

KENERGY CORP.

By Dean Stanley  
Dean Stanley  
President and CEO

BIG RIVERS ELECTRIC CORPORATION

By Michael H. Core  
Michael H. Core  
President and CEO

PUBLIC SERVICE COMMISSION  
OF KENTUCKY  
EFFECTIVE

JAN 01 2004

PURSUANT TO 807 KAR 5.011  
SECTION 9 (1)

BY Charles L. Dorn  
EXECUTIVE DIRECTOR