

AMENDMENT NO. 5

THIS AMENDMENT, entered into as of this 23rd day of September, 1991, by and between **BIG RIVERS ELECTRIC CORPORATION**, having a postal address of P.O. Box 24, 201 Third Street, Henderson, Kentucky 42420 ("Big Rivers"), and **GREEN RIVER ELECTRIC CORPORATION**, having a postal address of P.O. Box 1389, Owensboro, Kentucky 42302-1389, ("Green River"), 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 amended and restated agreement dated February 16, 1988, as amended on June 14, 1989, twice on December 8, 1989, and on March 28, 1990, regarding the terms and conditions on which Big Rivers would sell Green River electricity for resale to certain large industrial customers of Green River, referred to in the present instrument as the "Agreement", and

WHEREAS, the parties now desire to amend the Agreement to update the list of covered contracts to include a new retail electric service agreement between Green River and Rose Brothers Trucking Company, Inc., dated as of May 8, 1991, and an Amended and Restated Retail Electric Service Agreement between Green River and Willamette Industries, Inc., dated as of September 16, 1991, and

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

1. Exhibit 1 to the Agreement shall be amended and hereby amended to read as set out on the revised Exhibit 1, which is attached hereto and incorporated herein by reference.

PUBLIC SERVICE COMMISSION
 OF KENTUCKY
 EFFECTIVE
 NOV 6 1991
 PURSUANT TO 807 KAR 5.016
 SECTION 9 (1)
 BY: *[Signature]*
 PUBLIC SERVICE COMMISSION MANAGER

2. The effective date of this amendment shall be the date upon which the last of the following conditions precedent occur:

A. this amendment has been approved in writing by the Administrator of the Rural Electrification Administration of the United States, and

B. this amendment 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.

IN TESTIMONY WHEREOF, the parties hereto have executed this amendment in multiple counterparts as of the date first hereinabove written.

BIG RIVERS ELECTRIC CORPORATION

W. H. Thayer
General Manager

GREEN RIVER ELECTRIC CORPORATION

Dean Stanley
President and General Manager

PUBLIC SERVICE COMMISSION
OF KENTUCKY
EFFECTIVE

NOV 6 1991

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

BY: Chap. Adelle
PUBLIC SERVICE COMMISSION MANAGER

CONTRACTS OF GREEN RIVER ELECTRIC CORPORATION
FOR RESALE OF ELECTRIC ENERGY TO INDUSTRIAL CUSTOMERS
(REVISED SEPTEMBER 23, 1991)

(1) Agreement for Electric Service between Green River Electric Corporation and Martin Marietta Aluminum, Inc., dated May 15, 1978, as amended by Amendment No. 1 thereto, dated November 5, 1979. Martin Marietta Aluminum, Inc., changed its name to Commonwealth Aluminum Corporation effective January 11, 1985.

(2) Agreement for Electric Service between Green River Electric Corporation and National-Southwire Aluminum Company, dated June 14, 1982, as amended by amendments dated November 20, 1987, June 8, 1989, December 8, 1989, and March 28, 1990.

(3) Agreement for Electric Service between Green River Electric Corporation and Green River Coal Company, dated April 25, 1983.

(4) Agreement for Electric Service between Green River Electric Corporation and Alumax Aluminum Corporation [formerly Howmet Aluminum Corporation (Mill Products Division)], dated July 7, 1982, as amended by Amendment No. 1 thereto, dated August 6, 1984, and Amendment No. 2 thereto dated December 8, 1989.

(5) Amended and Restated Agreement for Electric Service between Green River Electric Corporation and Willamette Industries, Inc. - Kentucky Mills Division, dated September 16, 1991.

(6) Agreement for Electric Service between Green River Electric Corporation and Rose Brothers Trucking, Inc., dated May 8, 1991.

PUBLIC SERVICE COMMISSION
OF KENTUCKY
EFFECTIVE

NOV 6 1991

PURSUANT TO 807 KAR 5.011,
SECTION 9 (1)

BY: Cheryl D. Miller
PUBLIC SERVICE COMMISSION MANAGER

Exhibit 1