

Ameren Services

(314) 554-2976  
FAX: 554-4014  
eMail: jraybuck@ameren.com

One Ameren Plaza  
1901 Chouteau Avenue  
PO Box 66149  
St. Louis, MO 63166-6149  
314.621.3222

March 27, 1998

**VIA FEDERAL EXPRESS**

Mr. Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

FILED  
MAR 30 1998  
MISSOURI  
PUBLIC SERVICE COMMISSION

EO-98-413



**Re: Application for Approval to Join the Midwest ISO**

Dear Mr. Roberts:

Enclosed for filing on behalf of Union Electric Company, doing business as AmerenUE, in the above matter are an original and fourteen (14) copies of our Application for an Order Authorizing It to Participate in the Midwest ISO.

Kindly acknowledge receipt of this filing by stamping as filed a copy of this letter and returning it to the undersigned in the enclosed envelope.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Joseph H. Raybuck".

Joseph H. Raybuck  
Attorney

JHR/meh  
Enclosure(s)

cc: Steven Dottheim  
Lewis Mills, Jr.

#8365

BEFORE THE PUBLIC SERVICE COMMISSION OF THE  
STATE OF MISSOURI

FILED  
MAR 30 1998  
MISSOURI  
PUBLIC SERVICE COMMISSION

In the Matter of the Application of  
Union Electric Company for an Order  
Authorizing It to Participate in  
the Midwest ISO.

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)  
)  
)  
Case No. EO-98-413

**APPLICATION**

COMES NOW Applicant Union Electric Company, doing business as AmerenUE, and pursuant to the Commission's Order dated February 21, 1997 in Case No. EM-96-149, hereby respectfully requests that the Missouri Public Service Commission ("Commission") authorize it to participate in the Midwest Independent Transmission System Operator, Inc. ("Midwest ISO"). In support of its Application, Union Electric Company states as follows:

1. Union Electric Company is a Missouri corporation, in good standing in all respects, with its principal office and place of business located at 1901 Chouteau Avenue, St. Louis, Missouri 63103. It is engaged in providing electric, gas and steam heating utility services in portions of Missouri as a public utility under the jurisdiction of the Commission. It is also engaged in providing electric and gas service in portions of Illinois. There is already on file with the Commission a certified copy of Union Electric Company's Restated Articles of Incorporation (see Commission Case No. EO-96-431) and a Certificate of Corporate Good Standing (see Commission Case No. EA-87-105), and said documents are incorporated herein by reference and made a part hereof for all purposes.

As indicated above, Union Electric is doing business as AmerenUE. Attached to this Application and marked as Attachment 1 is a Registration of Fictitious Name which

Union Electric filed with the Missouri Secretary of State on December 31, 1997.

2. Pleadings, notices, orders and other correspondence concerning this Application should be addressed to:

Joseph H. Raybuck  
Attorney  
Ameren Services Co.  
One Ameren Plaza  
P.O. Box 66149 (MC 1310)  
St. Louis, MO 63166-6149

Procedural Background

3. On November 7, 1995, Union Electric filed an application with the Commission in Case No. EM-96-149 requesting an order authorizing certain merger transactions to effectuate a proposed merger between Union Electric and CIPSCO, Incorporated. Under the terms of the merger agreement, a new holding company, Ameren Corporation ("Ameren"), would be formed, and Union Electric and Central Illinois Public Service Company would become wholly-owned subsidiaries of Ameren.

4. On July 12, 1996, the parties to Case No. EM-96-149 filed a Stipulation and Agreement with the Commission which, among other things, specified that the proposed merger should be approved by the Commission, subject to certain conditions and modifications contained therein.

5. On February 21, 1997, the Commission entered its Report and Order in Case No. EM-96-149 approving the Stipulation and Agreement and requiring Union Electric to file or join in the filing of a regional Independent System Operator ("ISO") proposal at the Federal Energy Regulatory Commission ("FERC") that would eliminate pancaked

transmission rates and be consistent with the ISO guidelines set out in FERC Order 888. The February 21, 1997 Order also required Union Electric to file with this Commission a request for approval of its participation in the proposed ISO. (Order at p. 20)

6. On January 15, 1998, the Midwest ISO filed various documents with the FERC seeking authorization pursuant to Section 205 of the Federal Power Act ("FPA") to become an independent system operator. This filing also sought FERC approval of the Midwest ISO's Open Access Transmission Tariff and Midwest ISO Agreement. On the same date, in a related filing, the Midwest ISO also submitted an Application with the FERC pursuant to Section 203 of the FPA requesting authorization to transfer control over certain transmission facilities from their owners to the Midwest ISO. The Midwest ISO filing noted that the participation of Union Electric and Central Illinois Public Service Company was subject to approval by their Boards of Directors. (See Transmittal letter at p. 2.)

7. Union Electric and Central Illinois Public Service Company have obtained approval from their respective Boards of Directors to participate in the Midwest ISO. A certified copy of the Board resolutions are attached hereto as Attachment 2.

Compliance with the Commission's Order in Case No. EM-96-149

8. Attached hereto as Attachment 3 are the filings which the Midwest ISO made with FERC on January 15, 1998. Attachment 3 consists of the following documents:

Section 205 Filing

- Transmittal letter accompanying the FERC filing made pursuant to Section 205 of the FPA
- Exhibit 1: Open Access Transmission Tariff (both clean and redlined versions)

- Exhibit 2: Cost of Service and Rate formula information
- Exhibit 3: Alternative Cost of Service and Rate formula information
- Exhibit 4: Operating Agreement for the Midwest ISO
- Exhibit 5: Notice of FERC filing
- Exhibit 6: List of Participants
- Exhibit 7: Selected Companies Financial information
- Exhibit 8: Miscellaneous Documents

**Section 203 Filing**

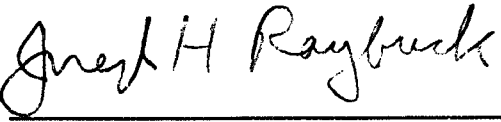
- Application per Section 203 of the FPA seeking authorization to transfer control over certain transmission facilities from their owners to the Midwest ISO

9. As set forth in these FERC filings, the Midwest ISO proposal fully complies with the conditions set forth in Ordered Paragraph 1(a) of the Commission's February 21, 1997 Report and Order. In particular, the Midwest ISO adopts a pricing method which eliminates pancaked transmission rates and which is consistent with the ISO guidelines set forth in FERC Order 888 and related FERC orders. This is explained in detail in the Transmittal letter accompanying the FERC filing. (See pp. 9-10, and 23-26.)

WHEREFORE, for the foregoing reasons, Union Electric Company requests that the Commission approve of its participation in the Midwest ISO.

Respectfully submitted,

UNION ELECTRIC COMPANY,  
doing business as AmerenUE

By 

Joseph H. Raybuck, MBE # 31241  
Its Attorney

Ameren Services Co.  
One Ameren Plaza  
1901 Chouteau Avenue  
P.O. Box 66149 (MC 1310)  
St. Louis, MO 63166-6149  
(314) 554-2976  
(314) 554-4014 (fax)

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served via first-class, U.S. mail, postage prepaid, on this 27th day of March, 1998, to counsel for the Commission Staff, and also to the Office of Public Counsel, P.O. Box 7800, Jefferson City, Missouri 65102.



Joseph H. Raybuck

VERIFICATION

STATE OF MISSOURI     )  
                                  ) SS  
CITY OF ST. LOUIS     )

I, Joseph H. Raybuck, having been sworn, state upon oath that I am an attorney for Union Electric Company, that I have read the foregoing document, that the facts stated therein are true and correct to the best of my knowledge, information and belief, and that I am authorized to file such document on behalf of Union Electric Company.

*Joseph H. Raybuck*

\_\_\_\_\_  
Joseph H. Raybuck

In Witness Whereof, I have set my hand and affixed my official seal on this 27<sup>th</sup> day of March, 1998.

*Deborah L. Anzalone*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

DEBORAH L. ANZALONE  
NOTARY PUBLIC—STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXPIRES APR. 18, 1998





State of Missouri  
Rebecca McDowell Cook, Secretary of State  
Corporation Division

No. X 330695  
Attachment 1

Registration of Fictitious Name  
(Submit in duplicate with a filing fee of \$7)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: AmerenUE  
Missouri Business Address: One Ameren Plaza  
(P.O. Boxes not accepted) 1901 Chouteau Ave.  
City, State and Zip Code: St. Louis, MO 63103

The parties having an interest in the business, and the percentage they own are (if a corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed:

Name of Owners, Individual or Corporate	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
Union Electric Co. 40441	1901 Chouteau Ave.,	St. Louis, MO	63103	100%

FILED  
DEC 01 1997

Rebecca McDowell Cook  
SECRETARY OF STATE

(Must be typed or printed)

Return to: Secretary of State  
Corporation Division  
P.O. Box 778  
Jefferson City, Mo. 65102

(Over)

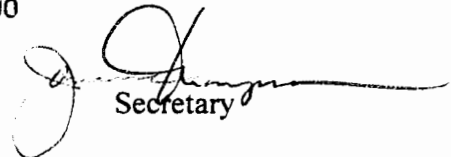


CERTIFIED COPY OF RESOLUTION ADOPTED AT THE  
REGULAR MEETING OF THE BOARD OF DIRECTORS OF  
UNION ELECTRIC COMPANY  
HELD ON FRIDAY, FEBRUARY 13, 1998

RESOLVED, that the Company's participation in an independent system operator be and hereby is approved, ratified and confirmed, and the officers of the Company be and hereby are authorized and directed to do or cause to be done all such acts and things as they deem necessary or desirable in connection therewith.

I hereby certify that the foregoing is a true and correct copy of resolution adopted at the regular meeting of the Board of Directors of Union Electric Company, held pursuant to due notice on Friday, February 13, 1998 at the General Office Building of the Company, St. Louis, Missouri, and that such resolution is still in full force and effect.

MAR 26 1998

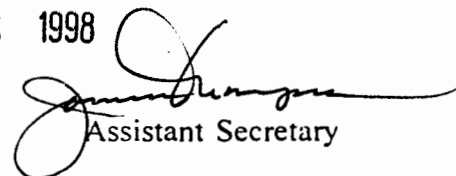
  
Secretary

CERTIFIED COPY OF RESOLUTION ADOPTED AT THE  
REGULAR MEETING OF THE BOARD OF DIRECTORS OF  
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY  
HELD ON FRIDAY, FEBRUARY 13, 1998

RESOLVED, that the Company's participation in an independent system operator be and hereby is approved, ratified and confirmed, and the officers of the Company be and hereby are authorized and directed to do or cause to be done all such acts and things as they deem necessary or desirable in connection therewith.

I hereby certify that the foregoing is a true and correct copy of resolution adopted at the regular meeting of the Board of Directors of Central Illinois Public Service Company, held pursuant to due notice on Friday, February 13, 1998 at One Ameren Plaza, St. Louis, Missouri, and that such resolution is still in full force and effect.

MAR 26 1998

  
Assistant Secretary

Attachment 3

(Copy of January 15, 1998 filings made by the Midwest ISO with the Federal Energy Regulatory Commission)

Section 205 Filing

- Transmittal letter accompanying the FERC filing made pursuant to Section 205 of the FPA
- Exhibit 1: Open Access Transmission Tariff (both clean and redlined versions)
- Exhibit 2: Cost of Service and Rate formula information
- Exhibit 3: Alternative Cost of Service and Rate formula information
- Exhibit 4: Operating Agreement for the Midwest ISO
- Exhibit 5: Notice of FERC filing
- Exhibit 6: List of Participants
- Exhibit 7: Selected Companies Financial information
- Exhibit 8: Miscellaneous Documents

Section 203 Filing

- Application per Section 203 of the FPA seeking authorization to transfer control over certain transmission facilities from their owners to the Midwest ISO



State of Missouri  
Rebecca McDowell Cook, Secretary of State  
Corporation Division

No. X **330695**  
Attachment 1

**Registration of Fictitious Name**  
(Submit in duplicate with a filing fee of \$7)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: AmerenUE  
One Ameren Plaza  
Missouri Business Address: 1901 Chouteau Ave.  
(P.O. Boxes not accepted)  
City, State and Zip Code: St. Louis, MO 63103

The parties having an interest in the business, and the percentage they own are (if a corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed:

Name of Owners, Individual or Corporate	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
<u>Union Electric Co.</u> <u>40441</u>	<u>1901 Chouteau Ave.,</u>	<u>St. Louis, MO</u>	<u>63103</u>	<u>100%</u>

(Must be typed or printed)

Return to: Secretary of State  
Corporation Division  
P.O. Box 778  
Jefferson City, Mo. 65102

**FILED**  
DEC 01 1997  
*Rebecca McDowell Cook*  
SECRETARY OF STATE

(Over)

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

Individual  
Owners  
Sign Here

{	X	X
	X	X
	X	X

The undersigned corporation has caused this application to be executed in its name by its President or Vice-President and its Secretary or Assistant Secretary, this 25th day of November, 19 97.

If  
Corporation  
is  
Owner,  
Corporate  
Officers  
Execute  
Here

Union Electric Company

(Exact Corporate Title)

By

William E. Jaudes

Its President or Vice-President

By

James C. Thompson  
Its Secretary or Assistant Secretary

(Corporate Seal)

If no seal, state "none".

State of Missouri

CITY of St. Louis

} ss

I, Deborah L. Anzalone, A Notary Public, do hereby certify that on the 25th day of November, 19 97, personally appeared before me William E. Jaudes and James C. Thompson, and being first duly sworn by me, acknowledged that they ~~he~~ signed as ~~his~~ their own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Deborah L. Anzalone  
Notary Public  
DEBORAH L. ANZALONE  
NOTARY PUBLIC—STATE OF MISSOURI  
ST. LOUIS COUNTY

My commission expires

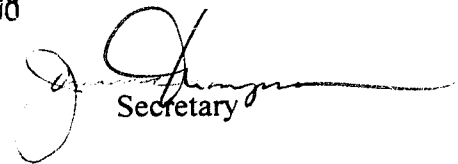
MY COMMISSION EXPIRES APR 18, 1998

CERTIFIED COPY OF RESOLUTION ADOPTED AT THE  
REGULAR MEETING OF THE BOARD OF DIRECTORS OF  
UNION ELECTRIC COMPANY  
HELD ON FRIDAY, FEBRUARY 13, 1998

RESOLVED, that the Company's participation in an independent system operator be and hereby is approved, ratified and confirmed, and the officers of the Company be and hereby are authorized and directed to do or cause to be done all such acts and things as they deem necessary or desirable in connection therewith.

I hereby certify that the foregoing is a true and correct copy of resolution adopted at the regular meeting of the Board of Directors of Union Electric Company, held pursuant to due notice on Friday, February 13, 1998 at the General Office Building of the Company, St. Louis, Missouri, and that such resolution is still in full force and effect.

MAR 26 1998

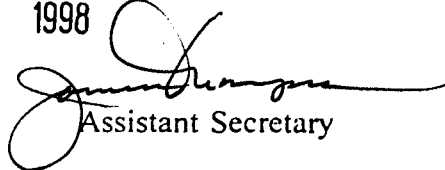
  
Secretary

CERTIFIED COPY OF RESOLUTION ADOPTED AT THE  
REGULAR MEETING OF THE BOARD OF DIRECTORS OF  
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY  
HELD ON FRIDAY, FEBRUARY 13, 1998

RESOLVED, that the Company's participation in an independent system operator be and hereby is approved, ratified and confirmed, and the officers of the Company be and hereby are authorized and directed to do or cause to be done all such acts and things as they deem necessary or desirable in connection therewith.

I hereby certify that the foregoing is a true and correct copy of resolution adopted at the regular meeting of the Board of Directors of Central Illinois Public Service Company, held pursuant to due notice on Friday, February 13, 1998 at One Ameren Plaza, St. Louis, Missouri, and that such resolution is still in full force and effect.

MAR 26 1998

  
Assistant Secretary

Attachment 3

(Copy of January 15, 1998 filings made by the Midwest ISO with the Federal Energy Regulatory Commission)

Section 205 Filing

- Transmittal letter accompanying the FERC filing made pursuant to Section 205 of the FPA
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Section 203 Filing

- Application per Section 203 of the FPA seeking authorization to transfer control over certain transmission facilities from their owners to the Midwest ISO



**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

The Cincinnati Gas & Electric Company, )  
Commonwealth Edison Company, )  
Commonwealth Edison Company )  
of Indiana, )  
Illinois Power Company, )  
PSI Energy, Inc., Wisconsin Electric )  
Power Company, Union Electric Company, )  
Central Illinois Public Service Company, )  
Louisville Gas & Electric Company, and )  
Kentucky Utilities Company )

Docket No. EC98-\_\_\_\_\_

**APPLICATION TO TRANSFER OPERATIONAL CONTROL  
OVER TRANSMISSION FACILITIES TO THE  
MIDWEST INDEPENDENT TRANSMISSION SYSTEM  
OPERATOR, INC.**

By this application, the Midwest ISO Public Utilities<sup>1</sup> seek an order of the Federal Energy Regulatory Commission ("Commission") pursuant to section 203 of the Federal Power Act ("FPA"), 16 U.S.C. § 824b, approving the transfer of operational control over virtually all of their jurisdictional transmission facilities to the Midwest Independent Transmission System Operator, Inc. ("Midwest ISO"). The Midwest ISO Public Utilities request that this transfer occur on the "Transfer Date" as defined in the "Agreement of

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<sup>1</sup> The Midwest ISO Public Utilities are the signatories to the Midwest ISO Agreement at this time and are: The Cincinnati Gas & Electric Company, Commonwealth Edison Company, Commonwealth Edison Company of Indiana, Illinois Power Company, PSI Energy, Inc., Wisconsin Electric Power Company, Union Electric Company, Central Illinois Public Service Company, Louisville

Cont'd

Transmission Owners to Organize the Midwest Independent Transmission System Operator, Inc., a Delaware Non-Stock Corporation" ("ISO Agreement").<sup>2</sup>

This application is a companion to, and a necessary part of, the Midwest ISO's concurrent filing under FPA section 205 (the "Section 205 Filing"), 16 U.S.C. § 824d, to establish the nation's largest Independent System Operator ("ISO"). For the reasons set forth below and in the Section 205 Filing, the proposed transfer is clearly consistent with the public interest and should be approved.

## I.

### INTRODUCTION

The Commission has held that the establishment of an ISO is a disposition of control over jurisdictional facilities and therefore requires Commission approval under FPA § 203. See Atlantic City Elec. Co., 76 FERC ¶ 61,306 (1996). Accordingly, the Midwest ISO Public Utilities are submitting this Application as a companion to the Section 205 Filing. The details of the Midwest ISO, its development, its governance structure, its authority, and its framework agreements and tariff are all addressed in the Section 205 Filing. This filing has the more limited purpose of identifying each Midwest

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Gas & Electric Company, and Kentucky Utilities Company. The Commission will be notified of any new signatories to the Midwest ISO Agreement.

<sup>2</sup> Article Two, Section X, Paragraph B of the ISO Agreement provides that the "transfer of operational control of the Transmission System from the respective owners to the Midwest ISO pursuant to this Agreement shall not take place until the Midwest ISO can demonstrate that it is functionally able and ready to take over the provision of transmission service under the Transmission Tariff from the Owners."

ISO Public Utility and the transmission facilities that each is transferring to the Midwest ISO's operational control.

Although the Commission has said that creation of an ISO requires approval under section 203, the Commission has not applied the Part 33 filing requirements,<sup>3</sup> which are applicable to traditional mergers and consolidations, to the transfers of operational control of facilities to any of the ISOs that have been filed to date.

This is not surprising. The Commission identified its eleven ISO principles in Order No. 888,<sup>4</sup> and these are far more relevant to the approval of an ISO than the information described in Part 33. Moreover, the Commission's standard generally for compliance with Part 33 focuses on the practical question of whether the applicants have provided the Commission with sufficient information to evaluate the proposed disposition.<sup>5</sup> The Midwest ISO Public Utilities have clearly done so, with the information and agreements provided in the Section 205 Filing, and with the descriptions of the Midwest ISO Public Utilities and their relevant facilities in this filing. Accordingly, to the extent deemed necessary, the Midwest ISO Public Utilities request waiver of the Part 33 filing requirements.

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<sup>3</sup> See 18 CFR §§ 33.2, 33.3.

<sup>4</sup> See Order No. 888, 1991-96 FERC Stats. & Regs. Preambles ¶ 31,036, at 31,730-31 (1996).

<sup>5</sup> See, e.g., Hartwell Energy L.P., 61 FERC ¶ 62,019, at 63,022 (1992); Ogden Martin Sys. of Onondoga, L.P., 69 FERC ¶ 61,051, at 61,200 (1994).

## II.

### DESCRIPTION OF FACILITIES

The transmission facilities that each Midwest ISO Public Utility is transferring to the Midwest ISO's functional control (hereinafter, "Transferred Facilities") are shown on the system schematics in the Attachment F to the ISO Agreement.

Generally speaking, the Transferred Facilities consist of all networked facilities above 100 kV and all network transformers whose two highest voltages are above 100 kV. Network facilities (including terminal equipment) are either: (a) transmission elements<sup>6</sup> capable of carrying power in both directions for sustained periods, or (b) system elements used for transmission voltage or stability control, such as shunt inductors, shunt capacitors, and synchronous condensers.

The Transferred Facilities correspond to most, but not all, of the Midwest ISO Public Utilities' booked transmission facilities. Transfer of the lower voltage facilities to the Midwest ISO would greatly increase the administrative burden on the Midwest ISO and operating costs without a corresponding increase in the non-discriminatory transmission access or other benefits of an ISO. Moreover, many of these lower voltage booked transmission facilities are expected to be reviewed by state commissions in the coming years to determine whether any facilities currently classified as transmission actually perform a distribution function. See Order No. 888, at 31,780-781 (Commission establishes seven-factor test to guide such analyses).

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<sup>6</sup> A transmission element is a line, transformer, or other facility connected to two or more circuit breakers and isolated under fault as a single unit.

However, even though operational control of the lower voltage facilities will not be transferred to the Midwest ISO, such facilities will become subject to the Midwest ISO tariff ("Tariff"). As explained in the Section 205 Filing, transmission over these facilities will be offered under the Tariff and their costs will be included in the rates for service under the Tariff. This "one-stop shopping" approach avoids the need for each member to file an individual transmission tariff to supplement the Tariff, and moots the market power concerns expressed by the Commission in Pacific Gas & Electric Co., 77 FERC ¶ 61,204, at 61,827 (1996).

In addition to the schematics provided with the ISO Agreement,<sup>7</sup> the Midwest ISO also will prepare a detailed list of all facilities under its control. That register of facilities will be available to the public.

The Midwest ISO also complies with the Commission's concern that "[t]he ISO must, of necessity, have the authority to decide what facilities will constitute the ISO Grid." Id. The Midwest ISO has been given the authority to direct the members to assign additional facilities to its control, if the Midwest ISO finds control of such facilities necessary to provide reliable transmission service under the Midwest ISO Agreement and the Tariff. The Midwest ISO also has the right to temporarily exercise operational control over any retained transmission lines or associated facilities of a member in order

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<sup>7</sup> The description of the transferred facilities provided for purposes of this Application is at least as detailed as that submitted by all other ISO applicants. However, to prevent any future misunderstanding, the Midwest ISO Public Utilities will develop a detailed list of all transferred facilities before the Midwest ISO becomes operational. Developing such a list will be a very labor intensive effort that will take many months. Understandably, the Midwest ISO Public Utilities want an opportunity to evaluate the Commission's orders on these filings before committing to this labor intensive effort.

to prevent or remedy an imminent system emergency. This too is consistent with the Commission's previous guidance. Id. at 61,823.

### III.

#### PUBLIC INTEREST OF THE PROPOSED TRANSFER

The proposal to vest the Midwest ISO with operational control over the Transferred Facilities is clearly consistent with the public interest. In Order No. 888-A, the Commission reaffirmed its "strong commitment" to the formation of ISOs and stressed that "properly structured ISOs can be an effective way to comply with the comparability requirements of open-access transmission service." Order No. 888-A, III FERC Stats. & Regs. Preambles ¶ 31,048, at 30,249 (1997). As shown in the Section 205 Filing, the Midwest ISO filing satisfies each and every one of the Commission's eleven ISO principles, complies with the Commission's other precedents, and is otherwise in the public interest. Accordingly, the Commission should approve the proposed transfer.

### IV.

#### THE MIDWEST ISO PUBLIC UTILITIES

The Midwest ISO filing presently includes ten Commission regulated public utilities, all of whom own electric transmission facilities, in addition to two other transmission-owning utilities that are not subject to this Commission's jurisdiction. In accordance with Atlantic City, each affected public utility requires prior Commission approval to transfer operational control over its transmission facilities to the Midwest ISO. These public utilities are listed supra note 1.

**V.**

**SERVICE AND CORRESPONDENCE**

The names and addresses of the persons authorized to receive all notices, orders, pleadings, and correspondence concerning this Application are as follows:

Michael E. Small  
Wright & Talisman, P.C.  
1200 G Street, N.W., Suite 600  
Washington, D.C. 20005-3802

The individual representatives of the filing companies are set forth on Attachment A and also should be placed on the official service list.

**VI.**

**STATUTORY NOTICE**

To fulfill the requirement of section 203 that the Commission provide reasonable notice to certain identified officials and agencies, the Midwest ISO Public Utilities have delivered a copy of this filing and the Section 205 Filing to the governor's office and utility regulatory commission for each state in which any Transferred Facilities are located. This filing also has been served on affected customers and state consumer advocates.

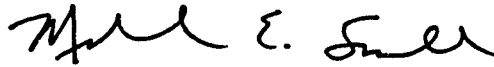
**VII.**

**CONCLUSION**

WHEREFORE, the Midwest ISO Public Utilities respectfully request that the Commission issue an order pursuant to FPA section 203 finding that the proposed

transfer of operational control over the Transferred Facilities to the Midwest ISO is consistent with the public interest.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Michael E. Small".

Michael E. Small  
Barry S. Specter  
Paul M. Flynn  
Wright & Talisman, P.C.  
1200 G Street, N. W.  
Suite 600  
Washington, DC 20005-3802  
(202) 393-1200

Attorneys for the Midwest ISO  
Participants

Mwiso/1001-095-556



## ATTACHMENT A

### List of Midwest ISO Public Utilities

Alan Kelley  
Ameren  
1901 Chouteau Avenue  
P.O. Box 149  
St. Louis, MO 63103

John Procario  
Cinergy Corp.  
139 E. Fourth Street  
Cincinnati, OH 45202

Ron Brothers  
Cinergy Corp.  
1000 E. Main St.  
Plainfield, IN 46168

Steve Naumann  
Commonwealth Edison Company  
One First National Plaza  
P.O. Box 767  
Chicago, IL 60690-0767

Peter Thornton  
Commonwealth Edison Company  
125 South Clark St.  
Room 1535  
Chicago, IL 60603

Lisa Krueger  
Illinois Power Company  
2701 N. Martin Luther King Drive  
Decatur, IL 62526

Kevin Shipp  
Illinois Power Company  
500 South 27th St.  
Decatur, IL 62521

Wayne Lucas  
Kentucky Utilities Co.  
One Quality Street  
Lexington, KY 40507-1462

Dan Becher  
Louisville Gas & Electric Co.  
P.O. Box 32010  
220 West Main Street  
Louisville, KY 40232

Dale Lundgren  
Bill Finke  
Wisconsin Electric Power Company  
231 W. Michigan  
Milwaukee, WI 53201

**UNITED STATES OF AMERICA  
FEDERAL ENERGY REGULATORY COMMISSION**

The Cincinnati Gas & Electric Company, )  
Commonwealth Edison Company, )  
Commonwealth Edison Company )  
of Indiana, )  
Illinois Power Company, )  
PSI Energy, Inc., Wisconsin Electric )  
Power Company, Union Electric Company, )  
Central Illinois Public Service Company, )  
Louisville Gas & Electric Company, and )  
Kentucky Utilities Company )

Docket No. EC98-\_\_\_\_\_

**NOTICE OF FILING**  
(January \_\_, 1998)

Take notice that on January 15, 1998, the Midwest ISO Public Utilities,<sup>1</sup> pursuant to section 203 of the Federal Power Act, 16 U.S.C. § 824b, filed an Application for approval to transfer operational control over the Midwest ISO Public Utilities' identified transmission facilities to the Midwest Independent Transmission System Operator, Inc. ("Midwest ISO").

The Midwest ISO Public Utilities state that their Application is a companion to, and a necessary part of, the Midwest ISO's concurrent filing, under section 205 of the Federal Power Act, 16 USC § 824d, to establish an independent transmission system operator.

Any person desiring to be heard or to protest said filing should file a motion to intervene or protest with the Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426 in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 CFR § 385.211 and 214). All such motions or protests should be filed on or before \_\_\_\_\_, 1998. Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a motion to intervene. Copies of this filing are on file with the Commission and are available for public inspection.

Lois D. Cashell  
Secretary

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<sup>1</sup> The Midwest ISO Public Utilities are Cincinnati Gas & Electric Company, Commonwealth Edison Company, Commonwealth Edison Company of Indiana, Illinois Power Company, PSI Energy, Inc., Wisconsin Electric Power Company, Union Electric Company, Central Illinois Public Service Company, Louisville Gas & Electric Company, and Kentucky Utilities Company.