

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Illinois Power Company and Ameren Corporation	:	
	:	
Application for authority to engage in a	:	No. 04-0294
reorganization, and to enter into various agreements	:	
in connection therewith, including agreements with	:	
affiliated interests, and for such other approvals as	:	
may be required under the Illinois Public Utilities	:	
Act to effectuate the reorganization.	:	

EXELON COMPANIES'
VERIFIED PETITION FOR LEAVE TO INTERVENE

Exelon Corporation, Exelon Energy Company, Exelon Generation LLC, AmerGen Energy Company, LLC, and Commonwealth Edison Company (jointly, the “Exelon Companies”), pursuant to Section 200.200 of the Illinois Commerce Commission’s Rules of Practice (83 Ill. Admin. Code Part 200), hereby petition the Illinois Commerce Commission (“Commission” or “ICC”) for leave to intervene as parties to Docket No. 04-0294.

The Exelon Companies are generally supportive of the “Reorganization” proposed by Applicants, but have an interest in some of the specific issues that will be addressed in this proceeding. The Exelon Companies are particularly concerned that efficient and effective retail electric markets in Illinois continue to develop, that transmission service into and through the control areas of all the Ameren companies is adequate to support efficient wholesale and retail markets, and that efficient competition be fostered through the Ameren companies participation in MISO. Therefore, and in support of their Petition, the Exelon Companies state:

1. The Exelon Companies are in the business of producing, transporting, and supplying electric energy to the public in several jurisdictions including, but not limited to, Illinois. Although their functions and services are distinct, the Exelon Companies share an

interest in the development of wholesale and retail energy markets in Illinois and in the impact that utility reorganizations can have on those markets.

2. Exelon Energy is an active retail marketer of energy in the U.S., supplying both electricity and natural gas. Exelon Energy provides a wide range of energy services to customers in markets including Illinois, and is certified as an Alternative Retail Electric Supplier under the Illinois Public Utilities Act (the “Act”). As a supplier of retail natural gas, electricity, and related energy services, Exelon Energy’s interests include the continued development of an efficient and effective competitive market for both electricity and natural gas in Illinois and the maintenance of access, on just and reasonable terms, of eligible customers to the products and services offered by Exelon Energy.

3. Exelon Generation LLC (“ExGen”) directly and indirectly owns, operates, and/or markets the output of more than 48,000 megawatts of generating capacity, including significant capacity both in Illinois and at other locations where delivery to and from Illinois is practical. ExGen is a transmission customer of Illinois Power. As an electric generator and marketer, ExGen’s interests include the continued development of competitive wholesale and retail markets in Illinois, the fairness of any plans under which “AmerenIP” would procure electric energy and capacity, including its proposal to develop a competitive process to procure 700 MW of capacity and energy for 2005 and 900 MW for 2006, and the continued development of a capable, reliable, and efficient transmission system.

4. AmerGen Energy Company, LLC (“AmerGen”) is an indirect wholly owned subsidiary of ExGen. AmerGen is the owner of Clinton Nuclear Power Station, which is located in Illinois Power Company’s retail service territory, and is a significant utility service customer of Illinois Power. It thus has an interest in the effect of the proposed Reorganization on utility costs and retail rates in the Illinois Power service territory. The application discusses Illinois

Power's and Ameren Company's plans to replace an existing contract under which AmerGen supplies power to Illinois Power. AmerGen interests in this proceeding are thus as both a customer of and a current and potentially future supplier of energy and capacity to AmerenIP.

5. Commonwealth Edison Company ("ComEd") supplies electric energy to the public in the northern portion of Illinois and is a public utility within the meaning of Section 3-105 of the Public Utilities Act, 220 ILCS 5/1-101 *et al.* ComEd owns and operates delivery equipment interconnected with Illinois Power and Ameren operating units, and regularly uses transmission system elements owned and operated by Illinois Power and Ameren operating companies. ComEd's interest extends to the continued reliable transmission and distribution of energy in Illinois (including Illinois Power's proposed transfer of functional control over its transmission system to the Midwest Independent System Operator) and to the effect of the Reorganization on the wholesale and retail electric markets in the State.

6. Exelon Corporation is the ultimate parent of Exelon Energy, ExGen, AmerGen and ComEd. Exelon, through its subsidiaries, operates in all the major segments of the electric industry, and its interests span the bounds of regulated utilities, competitive wholesale and retail marketers, and generators. Exelon Corporation has an interest in how the proposed Reorganization affects electric markets in Illinois and in neighboring states, how it affects the costs and types of service provided to Illinois retail customers, and how it affects the structure of the electric utility industry in the Midwest.

7. For these reasons, each of the Exelon Companies has a direct interest in the Commission's decision on whether, and on what conditions, to approve the proposed Reorganization between Illinois Power Company and Ameren Company, and such interests cannot be adequately represented by any other party.

8. In compliance with Section 200.200(a) of the Commission's Rules of Practice, the Exelon Companies state that they agree to accept service by electronic means as provided in Section 200.1050 of the Rules of Practice.

9. The Exelon Companies request that the following be added to the service list in this proceeding:

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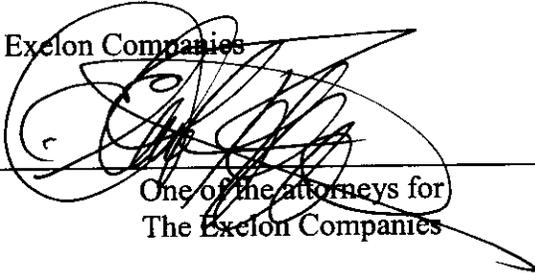
WHEREFORE the Exelon Companies request that they each be permitted to intervene in this matter.

Dated: March 29, 2004

Respectfully submitted,

The Exelon Companies

By: _____

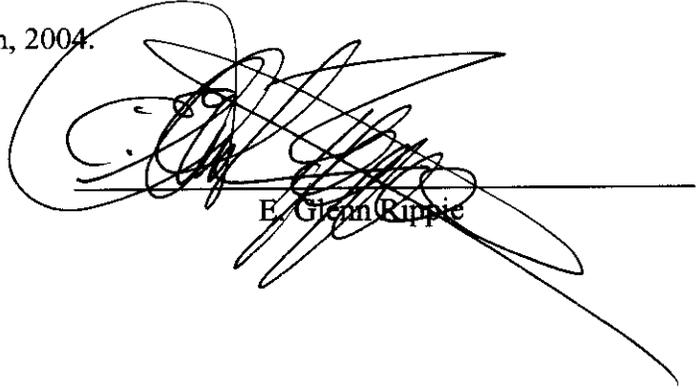

One of the attorneys for
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CERTIFICATE OF SERVICE

I, E. Glenn Rippie, do hereby certify that a copy of the foregoing Exelon Companies' Petition for Leave to Intervene was served upon all parties on the attached Service List by the method so indicated this 29th day of March, 2004.



E. Glenn Rippie

SERVICE LIST

ICC DOCKET NO. 04-0294

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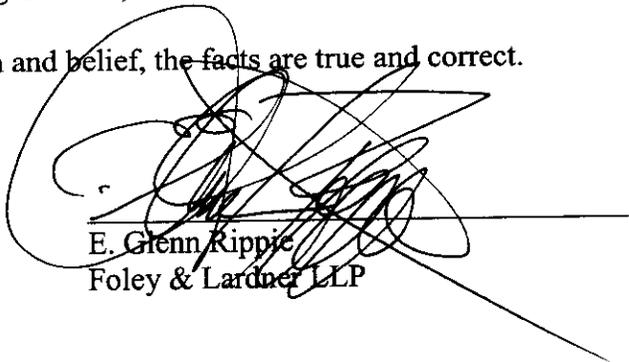
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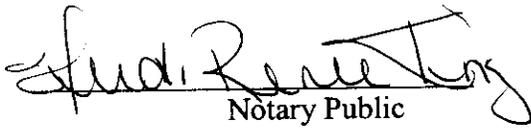
VERIFICATION

I, E. Glenn Rippie, being first duly sworn, state that I am an attorney with Foley & Lardner LLP, that I have read the foregoing Petition, that I am familiar with the facts stated therein, and that to the best of my information and belief, the facts are true and correct.



E. Glenn Rippie
Foley & Lardner LLP

Subscribed and sworn to before me
this 29th day of March, 2004.



Notary Public

