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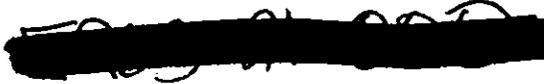
**HOGAN & HARTSON  
LLP**

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**FEDERAL ENERGY  
REGULATORY COMMISSION**

**COLUMBIA SQUARE  
555 THIRTEENTH STREET, NW  
WASHINGTON, DC 20004-1109  
TEL (202) 637-6600  
FAX (202) 637-5910**

November 21, 2002

Ms. Magalie Roman Salas  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E.  
Washington, D.C. 20426



**EG03-21-000**

**Re: Prairie State Generating Company, LLC  
Dkt. No. EG02-\_\_\_-000 (Application for EWG Status)**

Dear Ms. Salas:

Enclosed for filing in the above-referenced docket are an original and fourteen (14) copies of an **Application for Determination of Exempt Wholesale Generator Status** on behalf of Prairie State Generating Company, LLC ("Prairie State"), relating to the Prairie State Energy Campus Project. Also enclosed is a 3.5 inch diskette containing the Notice of Application suitable for publication in the Federal Register. Because Prairie State will become a "public utility" pursuant to section 201(e) of the Federal Power Act, **no filing fee is required.**

Please acknowledge receipt of this filing by time-date stamping the two extra copies of the filing and returning them to me in the enclosed, self-addressed stamped envelope. Thank you for your attention to this matter.

Sincerely,

Karin L. Larson  
Counsel for Prairie State Generating  
Co., LLC

Enclosures

cc: Securities and Exchange Commission  
Illinois Commerce Commission

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

Prairie State Generating Company, LLC )

Docket No. EG02-\_\_-000

**APPLICATION FOR DETERMINATION OF  
EXEMPT WHOLESALE GENERATOR STATUS**

Pursuant to Section 32(a)(1) of the Public Utility Holding Company Act of 1935, as amended (“PUHCA”), <sup>1/</sup> and Subchapter T, Part 365 of the regulations of the Federal Energy Regulatory Commission (“FERC”), <sup>2/</sup> Prairie State Generating Company, LLC (“Prairie State” or the “Applicant”) hereby applies for a determination that it will be an exempt wholesale generator (“EWG”) and that its Prairie State Energy Campus (the “Facility”) will be an “eligible facility” within the meaning of Section 32(a) of PUHCA and the FERC’s implementing regulations.

**Communications**

Communications concerning this filing should be addressed to each of the following:

Dianna Tickner, President  
Prairie State Generating  
Company, LLC  
701 Market Street  
Suite 900  
St. Louis, Missouri 63101  
Tel: (314) 342-7613  
Fax: (314) 342-7602

John R. Lilyestrom  
Hogan & Hartson L.L.P.  
Columbia Square  
555 13th Street, N.W.  
Washington, D.C. 20004-1109  
Tel: (202) 637-5633  
Fax: (202) 637-5910

<sup>1/</sup> 15 U.S.C. § 79z-5a(a)(1) (1994).

<sup>2/</sup> 18 C.F.R. Part 365 (2002).

**Description of the Applicant and Proposed Transaction**

Prairie State is a limited liability company organized under the laws of the State of Delaware, in good standing in all respects, with its principal office and place of business at 701 Market Street, St. Louis, MO 63101. Prairie State was formed for the exclusive purpose of acquiring and holding title to an undivided interest in the Facility for the benefit of Prairie State's equity owner, Peabody Energy Corporation. Peabody, the world's largest private-sector coal company, is a publicly held Delaware corporation. Its principle place of business is 701 Market Street, St. Louis, MO 63101.

The purpose of this Application is to obtain a determination, under section 32 of PUHCA, that Prairie State, as owner of the Facility, is an EWG and that the Facility qualifies as an "eligible facility."

In further support of this Application for an EWG determination, Prairie State states the following:

1. A sworn statement by a representative legally authorized to bind Prairie State and attesting to the facts and representations presented in this Application to demonstrate Prairie State's eligibility for EWG status and the Facility's status as an "eligible facility" is included as Attachment A.

2. Prairie State will be engaged directly and exclusively in the business of owning and operating the Facility and selling electric energy exclusively at wholesale within the meaning of Section 32(a)(1). Prairie State will not be engaged in the sale of electric power at retail to the general public.

3. There will be no foreign sales of power at retail. Accordingly, 18 C.F.R. § 365.3(a)(1)(ii) is not applicable.

4. The Facility is a planned “mine-mouth” pulverized coal-fired generating plant designed for 1,500 MW (nominal) net electric power output located in Washington County, Illinois. The Facility will consist of two 750 MW pulverized coal boilers with emission systems designed to meet all environmental requirements. The Facility will be connected to both Illinois Power Company and AmerenUE’s transmission systems. Prairie State will construct and own the following transmission facilities necessary to facilitate connections from the plant to the points of interconnect with the grid: generator step-up transformers for two generators; two generation breakers used for synchronization; bus, cable, structures, foundations, jumpers, and terminal connectors to connect the Facility to the Facility’s step-up transformers; two 345 kV transmission lines approximately 10 miles long, including structures, foundations, jumpers, and terminal connectors to connect the Facility step-up transformers to the Baldwin Switchyard; and a generator power stabilizer.

5. The Facility is an eligible facility as defined in Section 32(a)(2) of PUCHA.

6. There are no leasing arrangements involving the Facility and any public utility company.

7. No electric utility company is an affiliate company or an associate company of the Applicant within the meaning of Sections 2(a)(10) or 2(a)(11) of PUCHA.

8. No rate or charge for, or in connection with, the construction of the Facility, or for electric energy produced thereby, is in effect under the laws of any State.

9. No portion of the Facility will be owned or operated by an electric utility company that is an affiliate or associate company of Prairie State, within the meaning of Sections 2(a)(11) and 2(a)(10) of PUCHA, respectively.

10. A copy of a form of notice of this Application suitable for publication in the Federal Register is attached as Attachment B. A copy of the notice is also provided on a 3 1/2 inch diskettes in WordPerfect 5.1 for DOS format.

**Conclusion**

Based on the facts and representations set forth in this Application, Prairie State Generating Company, LLC hereby requests the Commission to determine that it is an EWG and that the Prairie State Energy Campus is an "eligible facility" under section 32(a)(1) of PUHCA.

Respectfully Submitted



John R. Lilyestrom  
HOGAN & HARTSON L.L.P.  
Columbia Square  
555 13th Street, N.W.  
Washington, D.C. 20004-1109  
(202) 637-5633

Counsel for Prairie State  
Generating Company, LLC

Dated this 21st day of November, 2002

**Attachment A**

**Affidavit**

State of Missouri )  
 )  
County of St. Louis ) ss:

I, Dianna Tickner, President, being duly sworn hereby attest that:

1. I am a representative legally authorized to bind Prairie State Generating Company, LLC;
2. I have read and am familiar with the facts set forth in the foregoing "Application for Determination of Exempt Wholesale Generator Status;" and
3. The facts and representations set forth therein are true to the best of my knowledge, information, and belief.

*Dianna Tickner*  
Dianna Tickner, President

Subscribed and sworn to before me this 20<sup>th</sup> day of November, 2002.

*Anthony J. Kazda*  
Notary Public

<p>ANTHONY J. KAZDA Notary Public - Notary Seal STATE OF MISSOURI</p>
<p>Name (Printed or Typed) My Commission Expires: Jan. 21, 2006</p>

My Commission expires: 1-21-2006

**Attachment B**

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

Prairie State Generating Company, LLC )

Docket No. EG02-\_\_-000

**NOTICE OF FILING**

Take notice that on November 22, 2002, Prairie State Generating Company, LLC ("Prairie State") with a principle place of business at 701 Market Street, Suite 900, St. Louis, MO 63101 filed with the Federal Energy Regulatory Commission an Application for Determination of Exempt Wholesale Generator Status pursuant to Part 365 of the Commission's regulations.

Prairie State is a wholly owned subsidiary of Peabody Energy Corporation, a private-sector coal company. Prairie State filed its Application in conjunction with the proposed construction of two 750 MW "mine-mouth" pulverized coal generating units to be located in Washington County, Illinois.

Any person desiring to be heard concerning the application for exempt wholesale generator status should file a motion to intervene or comments 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 C.F.R. §§ 385.211, 385.214). All such motions or protests should be filed on or before \_\_\_\_\_, 2002 and must be served on the applicant. The Commission will limit its consideration of comments to those that concern the adequacy or accuracy of the application. 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. This filing also may be viewed on the Internet at <http://www.ferc.gov/ferris.htm>. (call (866) 208-3676 for assistance). Comments, protests and interventions may be filed electronically via the Internet in lieu of paper. The Commission strongly encourages electronic filings. See 18 C.F.R. 385.2001(a)(1)(iii) and the instructions on the Commission's web site under the "e-Filing" link.

**Magalie Roman Salas  
Secretary**

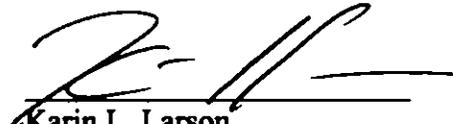
**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing document has been served, by U.S. Mail, upon each person designated below:

Chief Clerk's Office  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield IL 62701

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 2001

Dated at Washington, D.C. this 22nd day of November 2002.

  
Karin L. Larson  
HOGAN & HARTSON L.L.P.