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TRI-COUNTY ELECTRIC)
COOPERATIVE, INC.,)
)
Complainant,)
vs.)
ILLINOIS POWER COMPANY, d/b/a)
AMEREN IP,)
)
Respondent.)

CHIEF CLERK'S OFFICE

CASE NO. 05-0767

**ANSWER OF TRI-COUNTY ELECTRIC COOPERATIVE INC.,
TO AFFIRMATIVE MATTERS ALLEGED IN THE ANSWER OF
ILLINOIS POWER COMPANY, d/b/a AMEREN IP TO THE
AMENDED COMPLAINT OF TRI-COUNTY ELECTRIC COOPERATIVE, INC.**

TRI-COUNTY ELECTRIC COOPERATIVE, INC., (TRI-COUNTY) (Complainant) by its Attorneys, GROSBOLL, BECKER, TICE & TIPPEY, Jerry Tice of Counsel files herewith its answer to affirmative matters set forth in the Answer of Illinois Power Company, d/b/a Ameren IP (IP) (Respondent) to the Amended Complaint filed herein by Tri-County and in support thereof states as follows:

COUNT I

Tri-County files its answer to affirmative matters set forth in the Answer of IP to the Tri-County Amended Complaint Count I as follows:

1-7.IP has not alleged any affirmative matters in its answer to Paragraphs 1 through 7 of Count I of the Amended Complaint.

8.IP alleges affirmative matters in its answer to Paragraph 8 of Count I of the Amended Complaint as follows:

“Further answering, upon information and belief, the total electric load from the gas plant is approximately 583 kw.”

In answer thereto Tri-County states that upon information and belief the total electric load from the gas plant is 566kw and Tri-County lacks any further information or belief to either admit or deny IP's allegation that the electric load for the gas plant is 583 kw. Therefore Tri-County denies such allegation and demands strict proof thereof.

9. IP alleges affirmative matters in its answer to Paragraph 9 of Count I of the Amended Complaint as follows:

“Further answering, Ameren IP states that the existence or location of Tri-County's facilities as alleged in Paragraph 9 of Count I of the Amended Complaint has no relevance to the application of the parties' Service Area Agreement in this matter”

In answer Tri-County denies the foregoing IP allegation.

10. IP's answer to Paragraph 10 of Count I of the Tri-County Amended Complaint states:

“Further answering, Ameren IP states that Ameren IP had in existence on July 2, 1965, and at all times thereafter, adequate lines and facilities to serve all of Citation's requirements, including the gas plant described elsewhere herein.”

Tri-County in answer to such allegation states that it has insufficient information with which to either admit or deny such that allegation and therefore denies the same and demands strict proof thereof.

11-14. IP has not alleged affirmative matters in answer to Paragraphs 11 thru 14 of Count I of the Amended Complaint.

COUNT II

Tri-County files its answer to affirmative matters set forth in the Answer of IP to Count II of the Tri-County Amended Complaint as follows:

1-10. IP does not make any affirmative allegations in its answers to Paragraphs 1 thru 10

of Count II of the Amended Complaint filed by Tri-County.

11. IP in answer to Paragraph 11 of Count II of the Amended Complaint filed by Tri-County states the following affirmative matter:

“Further answering, Ameren IP states that Ameren IP had in existence, on July 2, 1965 and at all times thereafter, adequate lines and facilities to serve all of Citation’s requirements, including the compressor sites described elsewhere herein.”

In answer thereto Tri-County states it has insufficient information with which to either admit or deny the affirmative allegations of IP and therefore denies the same and demands strict proof thereof.

12-16. IP has not alleged any affirmative matters in its answers to Paragraphs 12-16 of Count II of the Amended Complaint filed by Tri-County.

WHEREFORE, Tri-County requests the following relief:

A. That the Commission deny all affirmative allegations as set forth herein by IP or otherwise require strict proof thereof.

B. For such other and further relief as the Commission deems just and equitable.

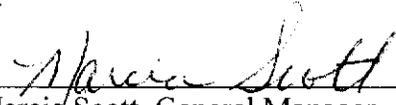
Respectfully Submitted,

TRI-COUNTY ELECTRIC COOPERATION, INC.,
Complainant by Marcia Scott, General Manager,

By Marcia Scott

STATE OF ILLINOIS)
 : SS
COUNTY OF JEFFERSON)

MARCIA SCOTT being duly sworn upon her oath, deposes and states that she is the General Manager of Tri-County Electric Cooperative, Inc, the Complainant named in the above entitled cause of action and that she has read the above Answer of Tri-County Electric Inc., by her subscribed to Affirmative Matters alleged in the Answer of Illinois Power Company, d/b/a Ameren IP to The Amended Complaint of Tri-County Electric Cooperative, Inc.,and that the same is true in substance and in fact except as to those matters alleged upon information and belief which the undersigned verily believes to be true.



Marcia Scott, General Manager

Subscribed and sworn to before me
this 2 day of MARCH, 2007.



Notary Public



GROSBOLL, BECKER, TICE & TIPPEY
Jerry Tice, Attorney
101 East Douglas Street
Petersburg, IL 62675
Telephone: (217) 632-2282
Fax (217) 632-5189

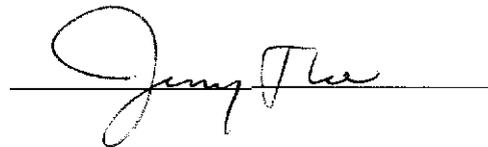
PROOF OF SERVICE

I, JERRY TICE, hereby certify that on the 10 day of March, 2007, I deposited in the United States mail at the post office at Petersburg, Illinois, postage fully paid, a copy of the attached Answer of Tri-County Electric Inc., to Affirmative Matters Alleged in the Answer of Illinois Power Company, d/b/a Ameren IP to the Amended Complaint of Tri-County Electric Cooperative, Inc., addressed to the following persons at the addresses set opposite their name:

Scott C. Helmholz
Brown, Hay & Stephens, LLP
205 South Fifth Street, Ste. 700
P.O. Box 2459
Springfield, IL 62705-2459

Elliott M. Hedin
Brown, Hay & Stephens, LLP
205 South Fifth Street, Ste. 700
P.O. Box 2459
Springfield, IL 62705-2459

Larry Jones
Administrative Law Judge
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

A handwritten signature in cursive script, appearing to read "Jerry Tice", is written over a horizontal line.