

Stipulation Exhibit 5

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	Docket No. 12-0598
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (“ATXI”), Stop the Power Lines Coalition (“STPL”), Tarble Limestone Enterprises (“Tarble”), JDL Broadcasting, Inc. (“JDL Broadcasting”), Intervenors Paul Thrift and John Thompson (“Thrift-Thompson”), and the Edgar County Intervenors (collectively, the “Parties”) agree to enter into this Stipulation in order to resolve their concerns regarding the route for that portion of ATXI’s proposed Transmission Line from Kansas, Illinois to the Illinois/Indiana State Line, as originally identified in Exhibit A (part 4 of 5, p. 3) of ATXI’s Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act (“Act”), 220 ILCS 5/8-406.1, 8-503 (“Petition”). The Parties agree to support ATXI’s Alternate Route, as shown on Exhibit A to this Stipulation (“Stipulated Route – Kansas to State Line”) in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (“Commission”), initiating the instant certificate of public convenience and necessity (“CPCN”) proceeding. ATXI is seeking the Commission’s approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related

facilities (collectively, the “Project”) in areas of the State of Illinois. (*See generally* ATXI Pet.)

2. In accordance with Section 8-406.1 of the Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Kansas, Illinois and the Illinois/Indiana State Line. (*See* ATXI Pet. ¶10; Ex. A, part 4 of 5, p. 3.)
3. On December 20, 2012, the Administrative Law Judges (“ALJs”) granted the Petitions to Intervene of Tarble and Thrift-Thompson. On December 31, 2012, the ALJs granted Petitions to Intervene for STPL and JDL Broadcasting. On April 19, 2013, the ALJs granted the Petition to Intervene for Edgar County Intervenors.
4. On January 25, 2013, the ALJs granted STPL’s Motion for Leave to File an Alternate Route Proposal *Instantly*. In STPL’s Alternate Route Proposals, the group stated opposition to both ATXI’s Primary and Alternate Routes, and proposed two alternatives. (*See* Stop the Power Lines Coalition’s Alternate Route Proposals, ¶¶ 2-7.)
5. Paul Thrift’s Direct Testimony on behalf of Thrift-Thompson indicated his opposition to STPL’s alternate routes. (*See* Direct Testimony of Paul Thrift, ll. 6-12.) Likewise, Paul Mixon’s Rebuttal Testimony on behalf of Thrift-Thompson and the Edgar County Intervenors stated that STPL’s alternate routes would have certain negative impacts in Edgar County. (*See generally*, Rebuttal Testimony of Paul Mixon, ll. 69-109.)
6. In Jerald Tarble’s Direct Testimony on behalf of Tarble, he indicated his opposition to ATXI’s Primary Route, and his belief that ATXI’s Alternate Route would not have the same

negative impacts on his interests in Clark County. (See generally, Direct Testimony of Jerald M. Tarble.)

7. The Direct Testimony of Lori Spangler on behalf of JDL Broadcasting indicates support for ATXI's Alternate Route for the portion of the Project between Kansas and the State Line. (See Direct Testimony of Lori Spangler, ll. 14-16.)
8. While ATXI continues to believe that its Primary Route for the Kansas to State Line portion of the Project is a viable route, and STPL continues to believe the two STPL alternatives are viable routes for that portion, in an effort to resolve certain concerns raised by intervening parties, ATXI will request Commission approval for its Alternate Route, identified in the attached Exhibit A, for that portion of the Project between Kansas, Illinois and the Illinois/Indiana State Line. For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route – Kansas to State Line."
9. The Parties agree that there is support in the record for the adoption of the Stipulated Route – Kansas to State Line, and will not take positions in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders that are inconsistent with the adoption of the Stipulated Route – Kansas to State Line. The Parties further note that the Stipulated Route- Kansas to State Line has been supported by the Direct Testimony of Staff Witness Mr. Rockrohr. (See Direct Testimony of Greg Rockrohr, ll. 1067-81.)
10. STPL, Tarble, JDL Broadcasting, Thrift-Thompson and Edgar County Interveners agree that they will not oppose the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that adopts the Stipulated Route – Kansas to State

Line, and will indicate their support for and recommend approval of the Stipulated Route – Kansas to State Line in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

11. STPL agrees to withdraw support for all alternate route proposals STPL filed or considered in this proceeding that in any way alter or are inconsistent with the Stipulated Route – Kansas to State Line.
12. The Parties have entered into this Stipulation for the purpose of resolving issues raised in this proceeding with respect to the Project.
13. This Stipulation is expressly conditioned on the Commission’s issuance of an Order approving the Stipulated Route – Kansas to State Line in its entirety and without material alteration. In the event the Commission issues an order approving a route for the Kansas to State Line portion of the Project that is different from, or a material alteration of, the Stipulated Route – Kansas to State Line, the Parties shall cooperate in filing an application for rehearing of such an order on the issue of the route from Kansas to State Line. If after such application is filed, the Commission either denies the application for rehearing or does not, upon rehearing, approve the Stipulated Route – Kansas to State Line, this Stipulation shall terminate and become void and of no further effect.
14. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI’s reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct the Stipulated Route – Kansas to State Line, or in the event of any other unforeseen circumstance, which materially interferes with ATXI’s ability to construct the

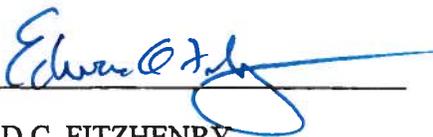
Stipulated Route – Kansas to State Line, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

15. This Stipulation is submitted for purposes of this proceeding only and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.
16. The Parties agree to support this Stipulation before the Commission and urge the acceptance and approval of this Stipulation, including through briefs filed in this proceeding. In the event that the Commission approves the Stipulated Route – Kansas to State Line without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the subject matter resolved in this Stipulation.

Dated: April 26, 2013

Respectfully Submitted,

AMEREN TRANSMISSION COMPANY
OF ILLINOIS

By: 

EDWARD C. FITZHENRY
Director and Assistant General Counsel
Ameren Services
PO Box 66149, MC 1310
1901 Chouteau Avenue
St. Louis, MO 63166-6149

Stipulation Exhibit 5

STOP THE POWER LINES COALITION

JDL BROADCASTING, INC.

TARBLE LIMESTONE ENTERPRISES

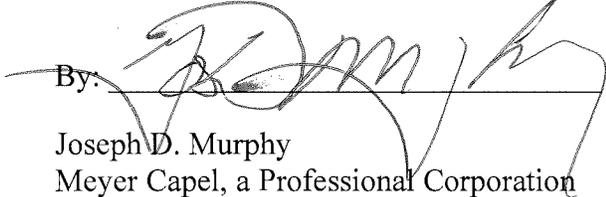
By: Edward R Gower

Edward R. Gower
HINSHAW & CULBERTSON LLP
400 South Ninth Street, Suite 200
Springfield, IL 62701

Counsel for Stop the Power Lines Coalition,
JDL Broadcasting, Inc., and Tarble Limestone Enterprises

Stipulation Exhibit 5

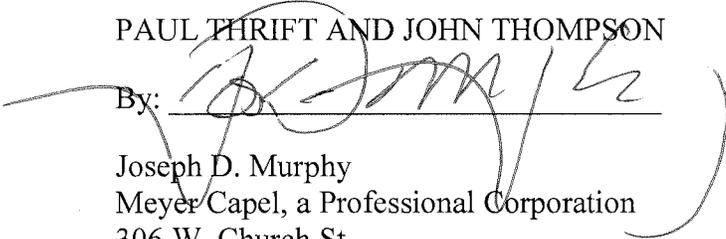
EDGAR COUNTY INTERVENORS

By: 

Joseph D. Murphy
Meyer Capel, a Professional Corporation
306 W. Church St.
PO Box 6750
Champaign, IL 61826-6750

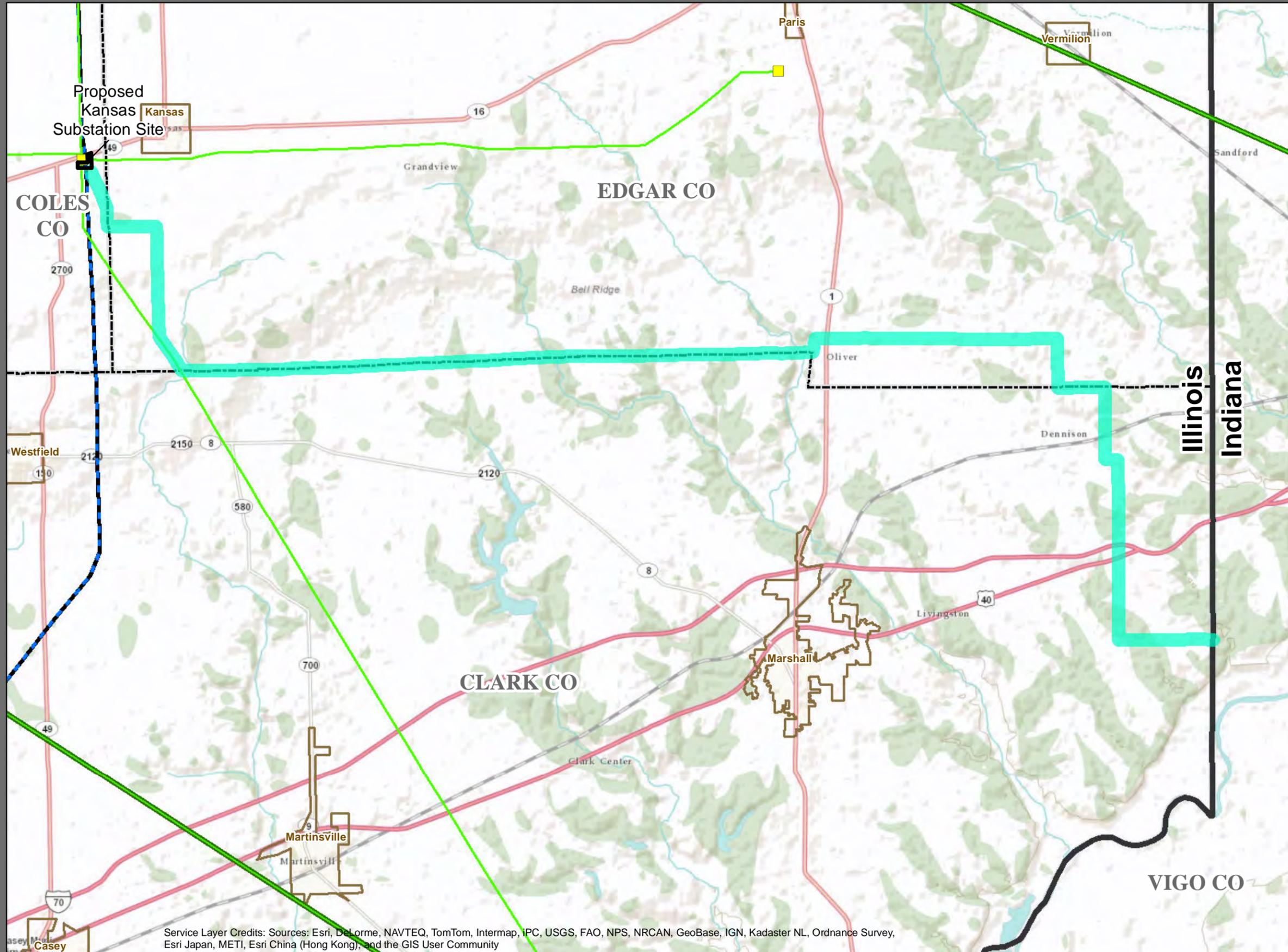
Counsel for Edgar County Intervenors

PAUL THRIFT AND JOHN THOMPSON

By: 

Joseph D. Murphy
Meyer Capel, a Professional Corporation
306 W. Church St.
PO Box 6750
Champaign, IL 61826-6750

Counsel for Paul Thrift and John Thompson

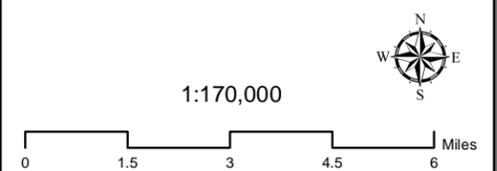


Illinois Rivers Project

ATXI Stipulated Route Kansas to Indiana State Line

Legend

- ATXI Stipulated Route
- Project Study Area
- Proposed Substation Site
- Existing Substation
- Municipal Boundary
- County Boundary
- State Boundary
- Existing Transmission Line**
- 345,000 (V)
- 161,000 (V)
- 138,000 (V)
- Existing Distribution Line**
- 69,000 (V)



Service Layer Credits: Sources: Esri, DeLorme, NAVTEQ, TomTom, Intermap, IPC, USGS, FAO, NPS, NRCAN, GeoBase, IGN, Kadaster NL, Ordnance Survey, Esri Japan, METI, Esri China (Hong Kong), and the GIS User Community

DATE: 04/22/13	ATXI Stipulated Route
<small>S:\Ameren\160238\Phase 008 IL Rivers\GIS\MXD\201304\Final Testimony Prep\ATXI Stipulated Routes\PDF</small>	DRAWN BY: SJBLITZSTEIN

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	Docket No. 12-0598
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and Matt Holtmeyer Construction, Inc. (collectively, the Parties) agree to enter into this Stipulation in order to resolve concerns regarding the route for that portion of ATXI 's proposed Transmission Line from the Mississippi River to the Southeast Quincy Substation Site, as originally identified in Exhibit A (part 2 of 5, p. 1) of ATXI's Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503 (Petition). The Parties agree to support ATXI's Alternate Route, with the modification proposed by Matt Holtmeyer Construction, Inc. (Holtmeyer Construction) as discussed below, as shown on Exhibit A to this Stipulation (Stipulated Route - River to Quincy) in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (Commission), initiating the instant certificate of public convenience and necessity (CPCN) proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the

{}

Project) in areas of the State of Illinois. (See generally, ATXI Pet.)

2. In accordance with 8-406.1 of the Public Utilities Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between the Mississippi River to the Southeast Quincy Substation Site. (See ATXI Pet. ¶10; Ex. A, part 2 of 5, p. 1.)

3. On March 1, 2013, Holtmeyer Construction filed its Petition to Intervene and its Alternate Route Proposals, in which the group voiced opposition to ATXI's Primary Route and its Alternate Route as it affects Holtmeyer Construction, and instead proposed two alternate routes. (See Holtmeyer Alternate Route Proposals, pp. 3-5.)

4. On March 14, 2013, the Administrative Law Judges (ALJs) granted the Petition to Intervene for Holtmeyer.

Stipulation

5. While ATXI continues to believe that its Primary Route for the Mississippi River to Southeast Quincy Substation Site portion of the Project is a viable route, in an effort to resolve certain concerns raised by intervening parties, ATXI will request Commission approval for its Alternate Route for that portion of the Project between the Mississippi River and the Southeast Quincy Substation Site, as modified by Holtmeyer Construction's second alternate route at the point where the Transmission Line enters the Southeast Quincy Substation Site (Holtmeyer Alternate Route Proposals, Exs. C1 & C2). For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route - River to Quincy" and is shown on Exhibit A hereto.

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route - River to Quincy, and will not take positions in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders that are inconsistent with the

adoption of the Stipulated Route - River to Quincy.

7. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that grants ATXI 's CPCN, approves the Project, and adopts the Stipulated Route - River to Quincy, and will indicate their support for and recommend approval of the Stipulated Route - River to Quincy in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

8. Holtmeyer Construction agrees to withdraw support for any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated Route - River to Quincy.

9. The Parties have entered into this Stipulation for the purpose of resolving issues raised in this Proceeding with respect to the Project.

10. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route - River to Quincy in its entirety and without material alteration. In the event the Commission issues an order approving a route for the River – Quincy portion of the Project that is different from, or a material alteration of, the Stipulated Route - River to Quincy, the Parties shall cooperate in filing an application for rehearing of such an order on the issue of the route from River to Quincy. If after such application is filed, the Commission either denies the application for rehearing or does not, upon rehearing, approve the Stipulated Route - River to Quincy, this Stipulation shall terminate and become void and of no further effect.

11. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct the Stipulated Route - River to Quincy, or in the event of any other unforeseen circumstance which materially interferes with ATXI's ability to construct the

Stipulation Exhibit 6

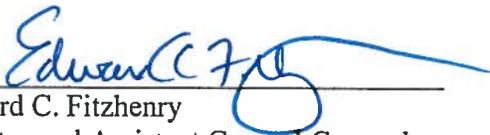
Stipulated Route - River to Quincy, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

12. This Stipulation is submitted for purposes of this proceeding only and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

13. The Parties agree to support this Stipulation before the Commission and urge the acceptance and approval of this Stipulation, including through briefs filed in this proceeding. In the event that the Commission approves the Stipulated Route - River to Quincy without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the subject matter resolved in this Stipulation.

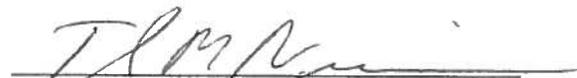
DATE: April 25, 2013

Ameren Transmission Company of Illinois



Edward C. Fitzhenry
Director and Assistant General Counsel
Ameren Services Company
1901 Chouteau Ave.
St. Louis, Missouri 63166
efitzhenry@ameren.com

Matt Holtmeyer Construction, Inc.



Ted M. Niemann
Attorney for Matt Holtmeyer Construction, Inc.
Schmiedeskamp, Robertson, Neu & Mitchell, LLP
525 Jersey Street, P.O. Box 1069
Quincy, Illinois 62306
tniemann@srm.com

Respectfully submitted,

Ameren Transmission Company of Illinois

/s/ Albert D. Sturtevant

Albert D. Sturtevant

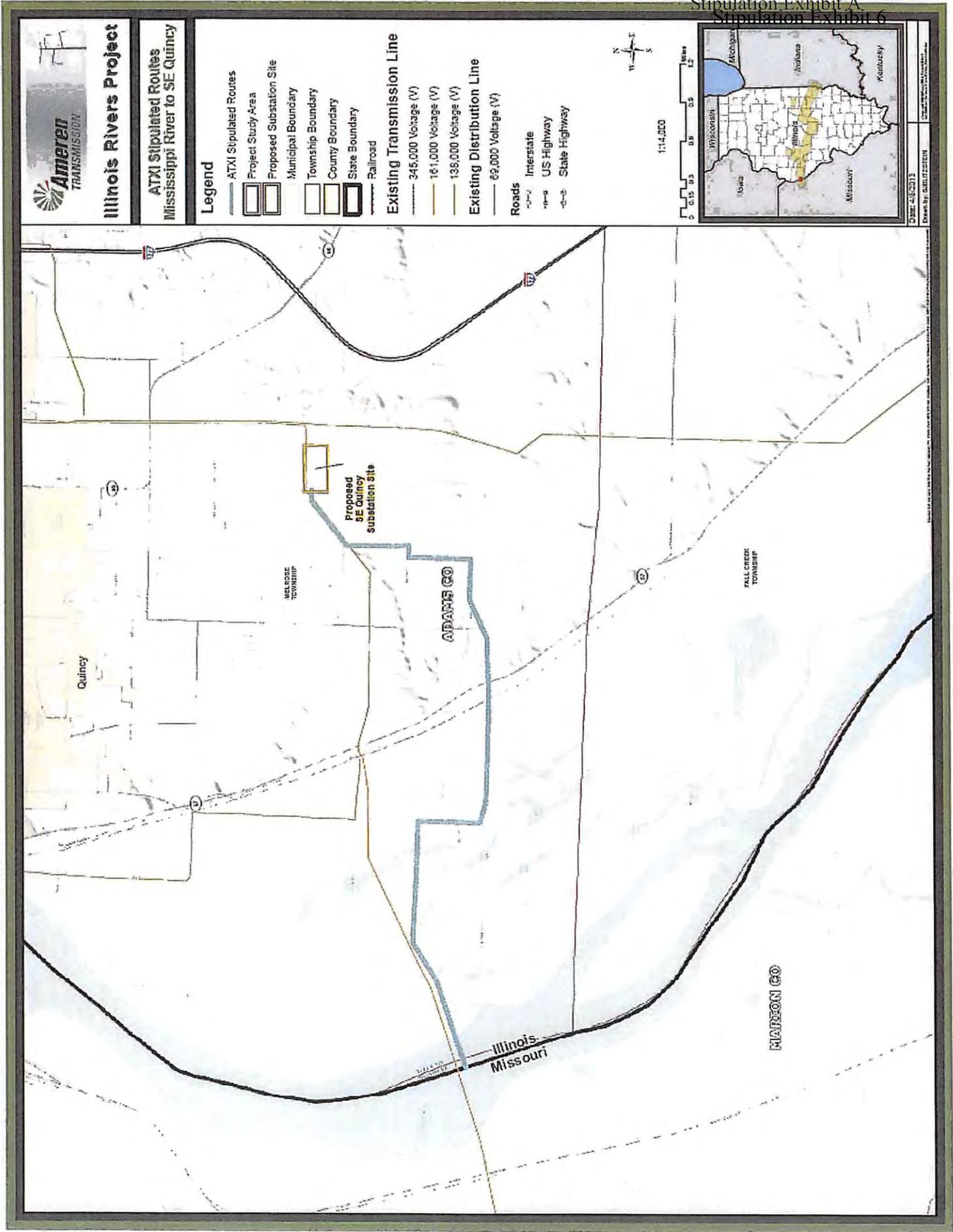
WHITT STURTEVANT LLP

180 North LaSalle Street, Suite 2001

Chicago, Illinois 60601

(312) 251-3017

sturtevant@whitt-sturtevant.com



**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	Docket No. 12-0598
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and Moultrie County Property Owners (MCPO) (collectively, the Parties), agree to enter into this Stipulation in order to resolve their concerns regarding the route for those portions of ATXI’s proposed Transmission Line extending from Pana, Illinois, north and east to Mt. Zion, Illinois, and from Mt. Zion further east to Kansas, Illinois (originally identified in Exhibit A (part 4 of 5, pp. 1-2) of ATXI’s Petition filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act (Act), 220 ILCS 5/8-406.1, 8-503 (Petition)). The Parties agree that for the purpose of this stipulation: (i) a substation at Mt. Zion as proposed by ATXI will deliver the full benefits of the Project; (ii) that the geographic location for the Mt. Zion substation proposed by ATXI is appropriate assuming the substation is built; (iii) that ATXI’s Rebuttal Recommended Route from Pana to Mt. Zion (ATXI’s Primary Route) is supported by the record; and (iv) that MCPO’s Potential Route 1 from Mt. Zion, Illinois to Kansas, Illinois, is also supported by the record, and that therefore MCPO’s route alternative MCPO-P-MZK from Pana to Mt. Zion to Kansas (MCPO Ex. 1.0, p. 8) (Stipulated Route) is the preferred route combination and is the route that the Parties will

request that the Illinois Commerce Commission (Commission) approve in this proceeding, in accordance with the terms set forth below.

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Commission, initiating the instant certificate of public convenience and necessity proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (*See generally* ATXI Pet.)

2. In accordance with Section 8-406.1 of the Act, ATXI proposed a Primary and Alternate Route for each portion of the Project, including that portion of the route running from Pana to Mt. Zion, and continuing to Kansas. (See ATXI Pet. ¶ 10; Ex. A, part 4 of 5, pp. 1-2.)

3. Members of MCPO hold certain property interests in land within Moultrie County that MCPO believes would be adversely affected by the Transmission Line on ATXI's Primary and Alternate Routes for the Mt. Zion to Kansas portion of the Project. MCPO participants retained experts to assist in them in assessing the ATXI Primary and Alternate Routes for the Pana and Mt. Zion, and Mt Zion to Kansas route segments and identifying preferred alternative routes consistent with statutory requirements. On November 27, 2012, MCPO filed a Petition to Intervene in this proceeding, which was granted on December 3, 2012.

4. On December 31, 2012, MCPO filed its proposal for Potential Alternate Routes, in which it identified routing corridors for two alternative routes, the first running from Mt. Zion to Kansas, and the second running from Pana to Kansas (MCPO Alternatives). These routing corridors were corrected in an Errata filed January 2, 2013. (*See* MCPO's Potential Alternative Routes, Exs. A, B (Dec. 31, 2012); MCPO's Errata to "Moultrie County Property Owners'

Potential Alternative Routes” Dated December 31, 2012, Corrected Exs. A, B (Jan. 2, 2013).) In Direct Testimony, MCPO defined a centerline for each of its alternative routes. (*See* MCPO Ex. 1.2 (depicting MCPO’s alternative between Mt. Zion and Kansas) *and* MCPO Ex. 1.3 (depicting MCPO’s alternative between Pana and Kansas).)

5. While ATXI continues to believe that its Primary Route and Alternate Route for the Mt. Zion to Kansas portion of the Project are viable routes, and MCPO continues to believe the MCPO Alternatives are viable route options, in an effort to resolve certain concerns raised by the Parties, the Parties will request Commission approval for the Stipulated Route identified in the attached Exhibit A.

Terms of the Stipulation

Without waiving any rights except as indicated herein, and for the purpose of resolving their differences in the context of this litigated matter, the Parties hereby stipulate and agree as follows:

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route.
 - a. The Stipulated Route is the lowest cost route of the identified route options from Pana to Mt. Zion to Kansas. (ATXI Exhibit 16.3.)
 - b. The Stipulated Route (104.6 miles), along with the combination that uses ATXI’s Primary Routes from Pana to Mt. Zion and Mt. Zion to Kansas (103.7 miles), are the shortest route combinations from Pana to Mt. Zion to Kansas. (MCPO Ex. 1.4, p. 2.)
 - c. As ATXI witness Mr. Dennis Kramer explains, a Mt. Zion South substation as proposed by Staff witness Mr. Greg Rockrohr, with two longer 138 kV lines connected to the Mt. Zion PPG substation did not address the future Decatur

- reliability concerns as well as the ATXI Project with the Mt. Zion substation located where ATXI had proposed. (ATXI Ex. 11.0 (Rev.), p. 8.)
- d. As ATXI witness Mr. Kramer also explains, ATXI has concerns with the implementation of MCPO's proposed Oreana 345/138 kV Reinforcement and installation of a power flow reactor as a substitute for the ATXI proposed Mt. Zion substation, and the resultant costs to Ameren Illinois customers. (ATXI Ex. 11.0 (Rev.) pp. 16-19.) Implementing the Mt. Zion substation would eliminate ATXI's concerns by providing a separate 345 kV supply to the Decatur area. (Id.)
 - e. MCPO witness Mr. James Dauphinais testifies that either the Stipulated Route or ATXI's Alternate Route from Pana to Mt. Zion in combination with MCPO's Potential Route 1, are the best alternatives if MCPO's Potential Route 2 were not selected. (MCPO Ex. 1.0, pp. 29-31.)
 - f. MCPO witnesses Mr. Dauphinais and Mr. Rudolph Reinecke testify, when summarizing route sensitivities, there are 31 fewer residential structures within 500 feet of the Stipulated Route, when compared to the ATXI Primary route extending from Pana to Mt. Zion and Alternate route from Mt. Zion to Kansas. (MCPO Ex. 1.5; MCPO 2.5.)

7. The Parties agree there is support in the record for the Stipulated Route. The Parties agree that they will not take positions in any further testimony, motions, briefs, or proposed orders in which they object to the adoption of the Stipulated Route. Specifically, ATXI will indicate in any further testimony, motions, briefs, or proposed orders that the Stipulated Route is a viable route that can be constructed, that ATXI supports the stipulated route as the recommended route and ATXI will request a Commission order adopting the Stipulated Route.

Stipulation Exhibit 7

8. MCPO agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of a Final Order by the Commission in this proceeding that grants ATXI a Certificate of Public Convenience and Necessity (CPCN), approves the location of the Mt. Zion substation as proposed by ATXI, and adopts the Stipulated Route. ATXI agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of the portions of a Final Order by the Commission that adopts the Stipulated Route. In addition, in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding, the Parties will indicate that for the routes running from Pana to Mt. Zion and Mt. Zion to Kansas, the Stipulated Route is the preferred route.

9. In return for ATXI's support of the Stipulated Route as the recommended route, MCPO agrees to support the Stipulated Route as its recommended route throughout the proceeding, in its testimony, examination of witnesses, briefs, and any other filings. Specifically, MCPO acknowledges that a 345 kV transmission line between Pana and Mt. Zion and Mt. Zion and Kansas will deliver the benefits of the Project, and that opposition to, or support for routes inconsistent with, ATXI's Rebuttal Recommended Route for the Pana to Mt. Zion portion of the Project would be inconsistent with approval of the Stipulated Route. Furthermore, MCPO agrees to support ATXI's recommended location for the Mt. Zion substation, and acknowledges that opposition to ATXI's recommended location of the Mt. Zion substation, or support for any location for the Mt. Zion substation inconsistent with ATXI's recommended location, would be inconsistent with approval of the Stipulated Route.

10. To preserve their arguments in the event the Commission considers the need for the Mt. Zion Substation and/or routes other than the Stipulated Route, including, without limitation, ATXI's Primary or Alternate Route from Mt. Zion to Kansas or MCPO's Potential

Stipulation Exhibit 7

Route 2, either Party may set forth objections, and/or responses thereto, to the need for the Mt. Zion Substation and/or to any other route for the Pana to Mt. Zion and Mt. Zion to Kansas portions of the Project, other than the Stipulated Route, in pre-filed written testimony, by participation at hearing to support the Stipulated Route, or by submitting briefing arguments responsive to testimony and arguments previously submitted by the other Party or other parties relating to the need for the Mt. Zion Substation and/or such routes other than the Stipulated Route; provided, however, such testimony and arguments shall explicitly indicate at the beginning of each section discussing such routes that ATXI and MCPO have entered into a Stipulation advocating Commission approval of the Stipulated Route and that the testimony and arguments on issues relating to the such routes is submitted solely as a contingency, to preserve arguments in the event that the Commission does not adopt the Stipulated Route.

11. Each Party will withdraw any pending data requests directed to the other Party and will refrain from issuing any further discovery to the other Party in this proceeding, unless by mutual agreement. The Parties will waive all cross examination of each other's witnesses, unless by mutual agreement.

12. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route in its entirety and without material alteration. In the event the Commission issues an order approving a route for the area encompassed by the Stipulated Route, that is different from, or a material alteration of, the Stipulated Route, ATXI will file, and MCPO will not object to and may join or file independently, an application for rehearing of such an order on the issue of the Stipulated Route. If after such application(s) is/are filed, the Commission either denies the application(s) for rehearing or does not, upon rehearing, approve the Stipulated Route, this Stipulation shall terminate and become void and of no further effect.

Stipulation Exhibit 7

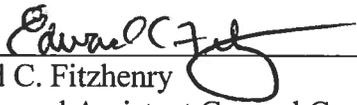
13. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct the Stipulated Route, or in the event of any other unforeseen circumstance which materially interferes with ATXI's ability to construct the Stipulated Route, upon written notice of such circumstances by ATXI to MCPO and a reasonable opportunity to jointly address such circumstances, this Stipulation shall terminate and become void and of no further effect.

14. This Stipulation is submitted for purposes of this proceeding only, and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

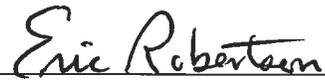
15. The Parties agree to jointly submit this Stipulation to the Commission and urge the acceptance and approval of this Stipulation relative to other route options affecting the subject segment, including through testimony, briefs, and other filings made in this proceeding. In the event that the Commission approves the Stipulated Route without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the Stipulated Route.

Stipulation Exhibit 7

AMEREN TRANSMISSION
COMPANY OF ILLINOIS

By: 
Edward C. Fitzhenry
Director and Assistant General Counsel
Ameren Services Company
Dated: May 10, 2013

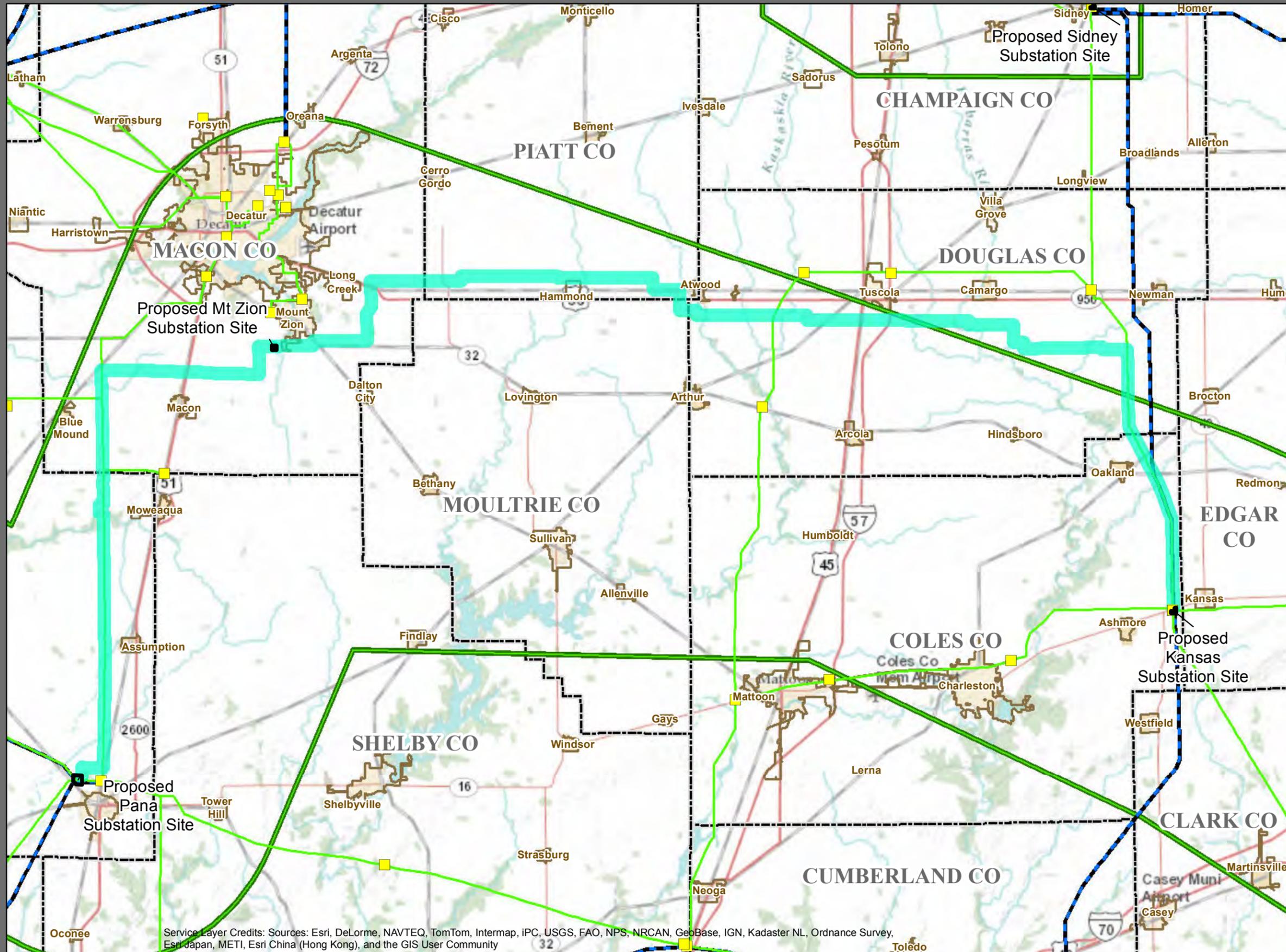
MOULTRIE COUNTY PROPERTY
OWNERS

By: 
Eric Robertson
Attorney for Moultrie County Property Owners
Lueders, Robertson & Konzen LLC
Dated: May 10, 2013

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)
)
Petition for a Certificate of Public Convenience and)
Necessity, pursuant to Section 8-406.1 of the Illinois Public)
Utilities Act, and an Order pursuant to Section 8-503 of the)
Public Utilities Act, to Construct, Operate and Maintain a) Docket No. 12-0598
New High Voltage Electric Service Line and Related)
Facilities in the Counties of Adams, Brown, Cass,)
Champaign, Christian, Clark, Coles, Edgar, Fulton, Macon,)
Montgomery, Morgan, Moultrie, Pike, Sangamon, Schuyler,)
Scott and Shelby, Illinois.)

**EXHIBIT A TO THE STIPULATION BETWEEN
AMEREN TRANSMISSION COMPANY OF ILLINOIS AND
MOULTRIE COUNTY PROPERTY OWNERS**



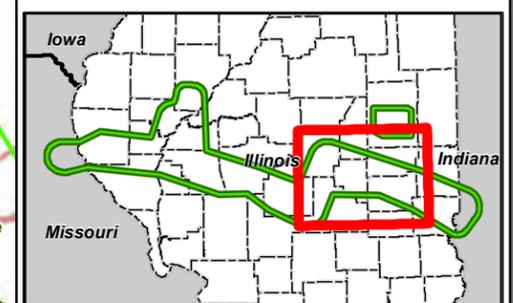
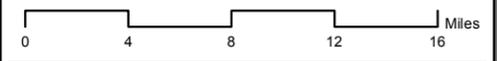
Illinois Rivers Project

ATXI Stipulated Route Pana to Mt. Zion to Kansas

Legend

- ATXI Stipulated Route
- Project Study Area
- Proposed Substation Site
- Existing Substation
- Municipal Boundary
- County Boundary
- State Boundary
- Existing Transmission Line**
- 345,000 (V)
- 161,000 (V)
- 138,000 (V)
- Existing Distribution Line**
- 69,000 (V)

1:450,000



Service Layer Credits: Sources: Esri, DeLorme, NAVTEQ, TomTom, Intermap, iPC, USGS, FAO, NPS, NRCAN, GeoBase, IGN, Kadaster NL, Ordnance Survey, Esri Japan, METI, Esri China (Hong Kong), and the GIS User Community

DATE: 04/22/13	ATXI Stipulated Route
© Ameren 01/2013/Phase 008 & Revised/ISMXD 02/19/04/Final Testimony Prep/ATXI Stipulated Routes/POF	
DRAWN BY: SJBILTZSTEIN	