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ILLINOIS COMMERCE COMMISSION**

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ILLINOIS
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STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

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ILLINOIS POWER COMPANY)
)
Proposed Revisions to delivery services tariff)
sheets and other sheets. (Tariffs filed on)
June 1, 2001))

CHIEF CLERK'S OFFICE

Docket 01-0432

NOTICE OF APPEAL

TO: Ms. Donna Caton
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

PLEASE TAKE NOTICE that, pursuant to Section 10-201 of the Public Utilities Act ("PUA"), 220 ILCS 5/10-201, and Section 200.890 of the Commission's Rules of Practice, 83 Ill. Adm. Code 200.890, Illinois Power Company ("Illinois Power") is appealing to the Appellate Court, Fifth District, from the Final Order of the Illinois Commerce Commission ("Commission") in Illinois Power Company, Proposed Revisions to delivery services tariff sheets and other sheets (Tariffs filed on June 1, 2001), Docket No. 01-0432, dated March 28, 2002 and served on March 29, 2002 (the "Order").

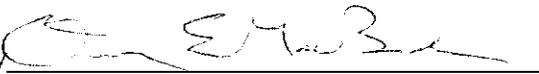
Illinois Power's Application for Rehearing and Reconsideration of the Order was timely filed on April 26, 2002. The Commission denied Illinois Power's Application for Rehearing and Reconsideration by a ruling in conference on May 14, 2002. A Notice of Commission Action that the Commission had denied Illinois Power's Application for Rehearing and Reconsideration was served on May 14, 2002.

Pursuant to Section 10-201(b) of the PUA, 220 ILCS 5/10-201(b), Illinois Power respectfully requests that the Commission certify and file with the Clerk of the Appellate Court, Fifth District: (1) a copy of the Order dated March 28, 2002, in Docket No. 01-0432, within 5 days after the filing of this Notice of Appeal; and (2) the record, within 15 days of being furnished with a copy of the transcript of the evidence and exhibits or a written request to prepare the same.

Dated: June 13, 2002

Respectfully submitted.

ILLINOIS POWER COMPANY

By 

Joseph L. Lakshmanan
Assistant General Counsel
Illinois Power Company
500 South 27th Street
Decatur, Illinois 62521
(217) 362-7449
(217) 362-7458 (facsimile)
joseph_lakshmanan@illinoispower.com

Owen E. MacBride
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5680
(312) 258-5700 (facsimile)
omacbride@schiffhardin.com

Its Attorneys

CERTIFICATE OF MAILING

I, Owen E. MacBride, one of the attorneys for Illinois Power Company, hereby certify that I deposited the foregoing Notice of Appeal in the United States Mail at 233 South Wacker Drive, Chicago, IL, on June 13, 2002, before 5 P.M., with proper postage prepaid, addressed to:

Donna M. Caton
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

Louis E. Costa
Clerk of the Court
Illinois Appellate Court, Fifth District
14th & Main Streets
Mount Vernon, Illinois 62864

I also certify that I deposited copies of the foregoing Notice of Appeal in the United States Mail at 233 South Wacker Drive, Chicago, IL, on June 13, 2002, before 5 P.M., with proper postage prepaid, addressed to each person listed below:

David I Fein
Atty. for Enron Energy Services, Inc.
Piper Marbury Rudnick & Wolfe
203 N. LaSalle St., Ste. 1800
Chicago IL 60601-1293

Edward C Fitzhenry
Atty. for IIEC
Lueders, Robertson & Konzen
1939 Delmar Ave.
P.O. Box 735
Granite City IL 62040

Craig G Goodman
President
National Energy Marketers Association
3333 K St., NW, Ste. 425
Washington DC 20007

Michael W Hastings
General Counsel
Assn. of Ill. Elec. Coops.
6460 S. 6th Frontage Rd.
PO Box 3787
Springfield IL 62708-3787

John Hendrickson
Case Manager
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield IL 62701

Karen M Huizenga
Attorney
MidAmerican Energy Company
106 E. Second St.
PO Box 4350
Davenport IA 52808

Robert P Jared
Regulatory Law & Analysis
MidAmerican Energy Company
106 E. Second St.
PO Box 4350
Davenport IA 52808

Mark G Kaminski
Assistant Attorney General
Illinois Attorney General's Office
Public Utility Bureau
100 W. Randolph St., 12th Fl.
Chicago IL 60601

Michael Wallace
Administrative Law Judge
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

Julie B Lucas
Legal Counsel
Citizens Utility Board
208 South LaSalle Street, Suite 1760
Chicago IL 60604

Janis Von Qualen
Office of General Counsel
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield IL 62701

Janine Migden
Senior Director
Enron Corp.
400 Metro Place North, Ste. 310
Dublin OH 43017-3375

Stephen J Moore
Atty. for Midwest Energy Alliance, LLC
Rowland & Moore
77 W. Wacker Dr., Ste. 4600
Chicago IL 60601

Michael A Munson
Atty. for National Energy Marketers Association
Law Office of Michael A. Munson
8300 Sears Tower
233 S. Wacker Dr.
Chicago IL 60606

Katie Papadimitriu
Illinois Commerce Commission
160 N. LaSalle St., Ste. C-800
Chicago IL 60601

Mark G Woodworth
Atty. for Midwest Energy Alliance, LLC
39 Estate Rd.
Geneseo IL 61254

Stacey L Rantala
Attorney
National Energy Marketers Association
3333 K St., NW, Ste. 425
Washington DC 20007

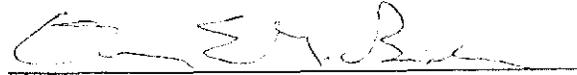
John J Reichart
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Atty. for CILCO
Defrees & Fiske
200 S. Michigan Ave., Ste. 1100
Chicago IL 60604

Nick T Shea
Director, Rates & Regulatory Affairs
Central Illinois Light Company
300 Liberty St.
Peoria IL 61602

Christopher J Townsend
Atty. for Enron Energy Services, Inc.
Piper Marbury Rudnick & Wolfe
203 N. LaSalle St., Ste. 1800
Chicago IL 60601-1293



Owen E. MacBride

CHI_DOCS\437211.1

No. 5-02-0065
IN THE APPELLATE COURT OF ILLINOIS,
FIFTH DISTRICT

Illinois Power Company,)	
)	
Petitioner,)	
)	
v.)	Petition for Review of
)	Order of the Illinois
)	Commerce Commission in
Illinois Commerce Commission, Bunge Lauhoff)	ICC Docket No. 01-0432
Grain Company; Spectrulite Consortium, Inc.,)	
A.E. Staley Manufacturing Company,)	
Granite City Steel Division of National Steel)	
Corporation, Continental General Tire)	
Corporation, Archer-Daniels-Midland Company,)	
Air Products & Chemicals, Inc., Cargill, Inc.)	
Central Illinois Light Company, Enron Energy)	
Services, Inc., MidAmerican Energy Company,)	
Citizens Utility Board, the People of the State of)	
Illinois, National Energy Marketers Association,)	
Association of Illinois Electric Cooperatives and)	
Midwest Energy Alliance LLC,)	
)	
Respondents.)	

NOTICE OF FILING

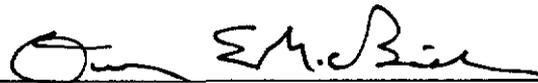
TO: See attached service list.

PLEASE TAKE NOTICE that on June 13, 2002, Illinois Power Company transmitted for filing with the Illinois Appellate Court, Fifth District, a Petition for Review and a copy of a Notice of Appeal filed with the Illinois Commerce Commission, copies of which are served upon you.

Dated: June 13, 2002

Respectfully submitted,

ILLINOIS POWER COMPANY

By: 

Joseph L. Lakshmanan
Assistant General Counsel
Illinois Power Company
500 South 27th Street
Decatur, Illinois 62521
(217) 362-7449
(217) 362-7458 (facsimile)
joseph_lakshmanan@illinoispower.com

Owen E. MacBride
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606

(312) 258-5680
(312) 258-5700 (facsimile)
omacbride@schiffhardin.com

Its Attorneys

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I, Owen E. MacBride, one of the attorneys for Illinois Power Company, hereby certify that I deposited the foregoing Notice of Filing in the United States Mail at 233 South Wacker Drive, Chicago, Illinois on June 13, 2002 before 5 p.m. with proper postage prepaid, addressed to::

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Clerk of the Court
Illinois Appellate Court, Fifth District
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Lueders, Robertson & Konzen
1939 Delmar Ave.
P.O. Box 735
Granite City IL 62040

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National Energy Marketers Association
3333 K St., NW, Ste. 425
Washington DC 20007

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Assn. of Ill. Elec. Coops.
6460 S. 6th Frontage Rd.
PO Box 3787
Springfield IL 62708-3787

John Hendrickson
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527 E. Capitol Ave.
Springfield IL 62701

Karen M Huizenga
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MidAmerican Energy Company
106 E. Second St.
PO Box 4350
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106 E. Second St.
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Assistant Attorney General
Illinois Attorney General's Office
Public Utility Bureau
100 W. Randolph St., 12th Fl.
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Julie B Lucas
Legal Counsel
Citizens Utility Board
208 South LaSalle Street, Suite 1760
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Janis Von Qualen
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400 Metro Place North, Ste. 310
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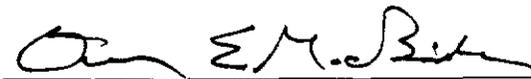
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Central Illinois Light Company
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Peoria IL 61602

Christopher J Townsend
Atty. for Enron Energy Services, Inc.
Piper Marbury Rudnick & Wolfe
203 N. LaSalle St., Ste. 1800
Chicago IL 60601-1293

A handwritten signature in black ink, appearing to read "Owen E. MacBride", written over a horizontal line.

Owen E. MacBride

One of the Attorneys for
ILLINOIS POWER COMPANY

IN THE APPELLATE COURT OF ILLINOIS
FIFTH DISTRICT

Illinois Power Company,)	
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Petitioner,)	
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v.)	Petition for Review of
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Grain Company; Spectrulite Consortium, Inc.,)	
A.E. Staley Manufacturing Company,)	
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Corporation, Continental General Tire)	
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Services, Inc., MidAmerican Energy Company,)	
Citizens Utility Board, the People of the State of)	
Illinois, National Energy Marketers Association,)	
Association of Illinois Electric Cooperatives and)	
Midwest Energy Alliance LLC,)	
)	
)	
Respondents.)	

PETITION FOR REVIEW

Pursuant to Section 10-201 of the Public Utilities Act ("PUA"), 220 ILCS 5/10-201, and Supreme Court Rule 335, Petitioner Illinois Power Company ("Illinois Power") hereby petitions the Court for review of the Final Order of the Illinois Commerce Commission ("Commission") in Illinois Power Company, Proposed Revisions to delivery services tariff sheets and other sheets (Tariffs filed on June 1, 2001), Docket No. 01-0423, dated March 28, 2002 and served on March 29, 2002 (the "Order"). Illinois Power seeks review of the Commission's findings and conclusions in the Order concerning functionalization and allocation of general & intangible plant accounts, functionalization of A&G expenses, severance costs, and Rider PRS.

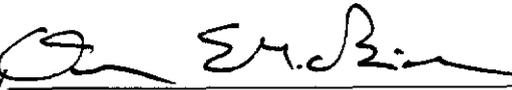
Pursuant to Section 10-113 of the PUA, 220 ILCS 5/10-113, Illinois Power filed a timely Application for Rehearing and Reconsideration of the Order with the Commission on April 26, 2002. The Commission denied Illinois Power's Application for Rehearing and Reconsideration by a ruling in conference on May 14, 2002. A Notice of Commission Action that the Commission had denied Illinois Power's Application for Rehearing and Reconsideration was served on May 14, 2002. Illinois Power files this Petition for Review under Section 10-201 of the PUA, 220 ILCS 5/10-201, and Supreme Court Rule 335, for the purpose of having this Court determine the reasonableness and lawfulness of the Order, and requests that the Order be reversed or remanded and that this Court grant such other relief as it deems just and proper.

Attached to this Petition for Review is a copy of Illinois Power's Notice of Appeal filed with the Commission, pursuant to Section 10-201 of the PUA, 220 ILCS 5/10-201, together with proof of service of the Notice of Appeal.

Dated: June 13, 2002

Respectfully submitted.

ILLINOIS POWER COMPANY

By 

Joseph L. Lakshmanan
Assistant General Counsel
Illinois Power Company
500 South 27th Street
Decatur, Illinois 62521
(217) 362-7449
(217) 362-7458 (facsimile)
joseph_lakshmanan@illinoispower.com

Owen E. MacBride
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606

(312) 258-5680
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omacbride@schiffhardin.com

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Karen M Huizenga
Attorney
MidAmerican Energy Company
106 E. Second St.
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Robert P Jarēd
Regulatory Law & Analysis
MidAmerican Energy Company
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Assistant Attorney General
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100 W. Randolph St., 12th Fl.
Chicago IL 60601

Michael Wallace
Administrative Law Judge
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 627010

Julie B Lucas
Legal Counsel
Citizens Utility Board
208 South LaSalle Street, Suite 1760
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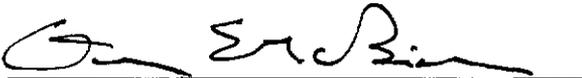
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203 N. LaSalle St., Ste. 1800
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