

directly or indirectly by Thames Holdings and managed by Thames Water plc (“Thames”) to acquire control of Illinois-American. Verified App., at 12.

Pursuant to the terms of the Agreement, Acquisition Corp. would be merged with and into American, the parent of Illinois-American. Joint Applicant Ex. 2.0 (Carmedy Direct) at 2-3; Exhibit G. American would be the surviving corporation, and would continue its corporate existence under Delaware law. Specifically, American would become a wholly owned subsidiary of Thames Water Aqua U.S. Holdings, Inc. (“TWUS”), which is a wholly-owned subsidiary of Thames Holdings. Joint Applicant Ex. 7.0 (Smith Supplemental Direct) at 2, Appendix I; Tr. (7/31/02) at 71.¹ Thames Holdings, in turn, would remain a wholly-owned subsidiary of RWE. Joint Applicant Ex. 2.0 (Carmedy Direct) at 3; Joint Applicant Ex. 7.0 (Smith Supplemental Direct) Appendix I. Illinois-American would remain a wholly-owned subsidiary of American, and would continue to exist as an Illinois public utility, fully subject to the Commission’s jurisdiction and regulation under the Act. Joint Applicant Ex. 2.0 (Carmedy Direct) at 3.

RWE is Germany’s fifth largest industrial group and is an international multi-utility service provider with core businesses in electricity, water, gas, waste management and utility-related services. RWE is active in more than 120 countries on six continents. Joint Applicant Ex. 2.0 (Carmedy Direct) at 4. Thames Holdings is the holding company of Thames. Thames operates the water division of Thames Holdings, and is the largest water and wastewater company in the United Kingdom and one of the largest water and wastewater companies in the world, providing water related services to over 43 million people throughout the United

¹ Cites to the July 31, 2002 transcript re flect the original pagination.

Kingdom, Australia, China, Indonesia, Malaysia, Puerto Rico, the United States, Turkey and other countries around the world. Id.

TWUS is an intermediate holding company that will be located between Thames Holdings and American in the post-reorganization corporate structure. Staff Ex. 5.00 (Everson Supplemental Direct) Attachment A. TWUS has been incorporated under the laws of the State of Delaware (Tr. (7/31/02) at 71) and its sole purpose is to hold all of the common shares of Thames Holdings' water activities in the U.S., making it possible for those businesses to file a consolidated U.S. tax return. Joint Applicant Ex. 7.0 (Smith Supplemental Direct) at 2-3.

American is a publicly traded company, organized and operating under the laws of the State of Delaware, and is the largest investor-owned water utility holding company in the United States. American's subsidiaries provide water and wastewater utility service and other water resource management services to approximately 12 million people in 28 states and Canada. Joint Applicant Ex. 1.0 (Gloriod Direct) at 5.

Illinois-American is a subsidiary of American, and is a corporation duly organized and existing under, and by virtue of, the laws of the State of Illinois and is a public utility within the meaning of the Act. Joint Applicant Ex. 1.0 (Gloriod Direct) at 5. Illinois-American has its principal office in Belleville, Illinois, and provided water utility service to approximately 220,000 customers in 87 communities in Illinois prior to its acquisition of Citizens Utilities Company of Illinois ("CUCI"). Id. Apart from CUCI, Illinois-American has three divisions: the Northern Division, which includes the Peoria, Pekin and Lincoln operating Districts; the Southern Division, which includes the Interurban, Cairo and Alton operating districts; and the Eastern division, which includes the Champaign, Streator, Sterling and Pontiac operating Districts. Id. at 6.

In Docket No. 00-0476, the Commission approved the acquisition by Illinois-American of the water/wastewater assets of CUCI. CUCI was a public utility within the meaning of the Act and operated 26 service districts in Cook, Du Page, Will, Kane, Kendall, and Grundy Counties, Illinois. Joint Applicant Ex. 1.0 (Gloriod Direct) at 6. CUCI provided water services to approximately 35,000 customers and wastewater collection and/or treatment to nearly 32,000 customers. Since closing, the areas and water/wastewater customers of CUCI have been served by Illinois-American. Id.; Tr. (5/21/02) 52-53.

Pursuant to an affiliated interest agreement (“Services Agreement”) approved by the Commission, Illinois-American receives administrative, engineering, financial, human resources, certain management, information systems, risk management, water quality, and other services from American Water Works Service Company (the “Service Company”), which is also a wholly owned subsidiary of American. Joint Applicant Ex. 1.0 (Gloriod Direct) at 5.

II. ANALYSIS OF THE PROPOSED REORGANIZATION UNDER SECTION 7-204(b)

Section 7-204(b) of the Act requires the Commission to make a number of findings before it can approve a proposed reorganization. As explained in detail below, the evidence presented by Joint Applicants and Staff unequivocally demonstrates that the proposed reorganization satisfies each of the requirements set forth in Section 7-204(b)(1-7).

A. Section 7-204(b)(1):

Section 7-204(b)(1) requires the Commission to find that “the proposed reorganization will not diminish the utility’s ability to provide adequate, reliable, efficient, safe and least-cost public utility service.” The proposed reorganization clearly meets this requirement.

Joint Applicants presented evidence that, following the reorganization, there will be no impact on the day-to-day operations and management of Illinois-American and that there will be

no adverse impact on customer service. Joint Applicant Ex. 1.0 (Gloriod Direct) at 7, 12; Joint Applicant Ex. 2.0 (Carmedy Direct) at 5-6. In fact, RWE and Thames Holdings seek to acquire American in large part due to American's outstanding reputation for quality management and operation of its subsidiaries, such as Illinois-American. Therefore, Illinois-American's operating headquarters will remain at its current location in Belleville, Illinois and there will be no impact on Illinois-American's employees or its existing management and officers. Joint Applicant Ex. 2.0 (Carmedy Direct) at 5, 7.

In addition, Staff agrees that Illinois-American's ability to provide adequate, reliable, efficient, safe and least-cost utility service will not diminish as a result of establishment of TWUS. Staff Ex. 7.0 (Johnson Supplemental Direct) at 1-4. As noted above, the sole purpose of TWUS is to hold all of the common shares of Thames Holdings' water activities in the U.S., making it possible for those businesses to file a consolidated tax return. Id. at 2. While all employees of TWUS will be provided, as needed, by Thames Holdings and/or American, no costs associated with the establishment or operation of TWUS will be allocated to Illinois-American. Thus, any such costs will not, and cannot, be reflected in Illinois-American's rates. Id. at 2-3. Further, the establishment of TWUS will have no role in, and will in no way affect, the post-reorganization operations of Illinois-American. Id. at 2.

The partnership between American and Thames will also result in a combination of resources and expertise, which will create opportunities for sharing best operating practices, increase access to capital markets, increase opportunities for growth in the water and wastewater market, and enhance research and development. Joint Applicant Ex. 1.0 (Gloriod Direct) at 7, 10-11; Joint Applicant Ex. 2.0 (Carmedy Direct) at 6, 10-14. This will assist Illinois-American in responding to the many difficult challenges facing the water industry. For example, over the

next two decades, much of this country's drinking water and wastewater infrastructure will have to be replaced because it is approaching or has already exceeded its useful life. Joint Applicant Ex. 1.0 (Gloriod Direct) at 7. Additional investment in facilities, and increases in operating and maintenance expenditures, will be necessary in order to comply with the increasingly stringent regulatory standards imposed under the Safe Drinking Water Act and Clean Water Act. Moreover, Illinois-American will necessarily be required to incur additional expenses to ensure the security of its water supply infrastructure in the post-September 11, 2001 world. Joint Applicant Ex. 2.0 (Carmedy Direct) at 6.

Further, Illinois-American and its customers will realize additional benefits as a result of the proposed reorganization. First, like American, Thames is committed to service excellence in its water quality and service standards. Thames' record of compliance with drinking water standards in the UK is currently 99.89%, and its wastewater effluent compliance is 99.99%. Joint Applicant Ex. 2.0 (Carmedy Direct) at 12. Thames has invested more than \$6 billion in enhancing service quality, including construction of an advanced water treatment system and major renovations of water mains and sewage treatment works. Id. Thames has also established programs to improve service quality, including cost-optimized network renewal and refurbishment, and development of ultra-violet disinfection of drinking water. Id. Thames is dedicated to using its expertise in water quality and service standards to help maintain American's and Illinois-American's strong reputation for service quality.

Second, American and Illinois-American will benefit from Thames' strong commitment to environmental protection. For example, numerous Thames Water sites have been awarded the internationally recognized ISO 14001 Environmental Standard, and Thames works with and supports a wide range of environmental and conservation groups internationally. Joint Applicant

Ex. 2.0 (Carmedy Direct) at 11. In addition, Thames utilizes “green energy”, with seventeen combined heat and power plants running bio-gas and two sludge-powered generators. Id. The proposed reorganization will enable American and Thames to pool their resources and expertise in order to continue and enhance environmentally-friendly service for their customers.

Third, Thames plans to enhance American’s and Illinois-American’s ability to provide customers with continuous customer service. Specifically, Thames has developed a 24-hour customer service center that has won the UK Utility Industry Achievement Award for Excellence three years in a row. Joint Applicant Ex. 2.0 (Carmedy Direct) at 12-13. This system employs an integrated approach to service management inquiries by installing the latest information technology for mobile field applications, which provides a direct, real-time link between the system in use in the Call Center and the technicians in the field. Id. This real-time connection delivers critical Geographic Information Systems work management system data, which benefits the customer who is able to have problems ascertained, analyzed, and addressed by field personnel in a very accurate and efficient manner. The new system results in a much more professional and problem-free service, and reduces the need for customers to make repeated calls to different parts of the organization. Id. American and Illinois-American will be able to take advantage of Thames’ experience to implement a similar service, provided that it is justified on a cost-benefit basis, thereby further improving service and reducing the time and cost of delivery. Id.

Fourth, American’s standing as an industry leader in research and development will be enhanced by Thames’ expertise in cutting edge technologies, such as distribution and transmission, and its annual research and development budget of \$13 million. Joint Applicant Ex. 2.0 (Carmedy Direct) at 13. Thames expects that, together, the Thames/American

combination will prove to be a world leader in technological innovation, which will benefit Illinois-American and its customers.

Finally, like American and Illinois-American, Thames has a long and illustrious track record of investing in local communities, particularly in support of the environment and extra-need customers, and Thames is committed to continuing the existing philosophy of corporate responsibility that resides at the core of the RWE, Thames and American cultures. Joint Applicant Ex. 2.0 (Carmedy Direct) at 13-14.

In short, the proposed reorganization will increase American's ability to attract capital (as discussed in more detail below), increase American's technical and operating capabilities, and provide numerous benefits to Illinois-American and its customers. This, in turn, will allow Illinois-American to respond to the many challenges currently facing the water industry. Accordingly, there will be no adverse impact on Illinois-American's ability to provide adequate, reliable, efficient, safe and least-cost utility service. To the contrary, as Staff correctly notes, the evidence demonstrates just the opposite – Illinois-American's ability to respond to the challenges facing the water industry will be enhanced as a result of the proposed reorganization. Staff Ex. 3.0 (Johnson Direct) at 9.

B. Sections 7-204(b)(2) and 7-204(b)(3):

The proposed reorganization also clearly complies with Sections 7-204(b)(2) and (3) of the Act. Section 7-204(b)(2) requires the Commission to find that “the proposed reorganization will not result in the unjustified subsidization of non-utility activities by the utility or its customers”, and Section 7-204(b)(3) requires a finding that “costs and facilities are fairly and reasonably allocated between utility and non-utility activities in such a manner that the Commission may identify those costs and facilities which are properly included by the utility for ratemaking purposes.”

As an initial matter, it is important to note that Illinois-American does not engage in a significant level of non-utility activities in the first place. Joint Applicant Ex. 1.0 (Gloriod Direct) at 13. If, in fact, Illinois-American does engage in such activities in the future, Illinois-American commits to fairly and reasonably allocate utility and non-utility costs and maintain its books so that the Commission will be able to easily identify the costs and facilities that are properly included for ratemaking purposes. Id.

Moreover, all affiliated interest agreements approved by the Commission, including the Services Agreement between Illinois-American and the Service Company, will continue in effect following the proposed reorganization, unless or until such agreements terminate and/or an amended agreement is approved by the Commission. Joint Applicant Ex. 1.0 (Gloriod Direct) at 13. Staff agrees that the provisions of the Services Agreement satisfy the requirements of Sections 7-204(b)(2) and (3). Staff Ex. 1.00 (Everson Direct) at 4.

Staff also agrees that inclusion of TWUS in the post-reorganization corporate structure would not affect the fair and reasonable allocation of costs between utility and non-utility activities or result in the unjustified subsidization of non-utility activities. Staff Ex. 5.00 (Everson Supplemental Direct) at 3. In fact, the existence of TWUS will in no way affect the allocation of costs from American to Illinois-American and, as noted above, no costs associated with TWUS will be allocated to Illinois-American or, for that matter, to any other regulated utility. Id.

C. Section 7-204(b)(4):

The proposed reorganization, including the establishment of TWUS, also “will not significantly impair [Illinois-American’s] ability to raise necessary capital on reasonable terms or to maintain a reasonable capital structure.” Section 7-204(b)(4). In fact, the evidence shows that the proposed reorganization will enhance American’s ability to raise capital which, in turn, will

increase Illinois-American's access to capital markets. Joint Applicant Ex. 2.0 (Carmedy Direct) at 9.

Since announcement of RWE's acquisition of American, both Standard & Poor's and Moody's have reviewed and amended the credit ratings of American Water Capital Corporation ("AWCC").² Joint Applicant Ex. 3.00 (Lambertz Rebuttal) at 4. In each case, the credit rating agencies placed AWCC's existing ratings on Credit Watch positive, reflecting the proposed acquisition of American by RWE, which is a higher-rated entity. Id. While AWCC has maintained a stable financial profile for its rating category in line with that of other water utilities with similar ratings, following the proposed reorganization, the resulting implied credit rating for Illinois-American will be based upon RWE's credit rating, which is higher than that of AWCC. Joint Applicant Ex. 4.00 (Simic Rebuttal) at 2; Joint Applicant Ex. 4.01. An upgrade to AWCC's credit ratings would, in turn, enhance American's credit quality and increase American's access to international markets, which would improve Illinois-American's ability to raise necessary capital on reasonable terms and to maintain a reasonable capital structure. Id. at 4-5.

RWE maintains a strong investment grade rating that is expected to result in an upgrade to the credit rating of AWCC. Joint Applicant Ex. 3.00 (Lambertz Rebuttal) at 7. Indeed, following announcement of RWE's acquisition of American, RWE's credit ratings were affirmed as AA-, Outlook Stable by Standard & Poor's and Aa3, Outlook Negative by Moody's. Id. at 5-6. When RWE announced its acquisition of the Czech Republic-based utility Transgas, Standard

² As noted by Staff, AWCC is a wholly owned subsidiary of American that provides Illinois-American with access to short-term and long-term debt capital on behalf of American. Staff Ex. 2.0 (Langfeldt Direct) at 5; Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 3. Illinois-American obtains equity capital directly through American. Staff Ex. 2.0 (Langfeldt Direct) at 4; Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 3.

& Poor's amended RWE's credit rating to Outlook Negative, retaining the AA- rating, and Moody's declined to amend its rating. Id. at 6. Following RWE's recent announcement of its acquisition of Innogy, plc, Moody's downgraded RWE to A1 with a Negative Outlook, from Aa3 with a Negative Outlook, reflecting RWE's reduced financial flexibility at the Aa3 rating level. Id. at 7; Joint Applicant Ex. 3.04. Despite the downgrade, however, Moody's March 22, 2002 Report recognized the beginning of a consolidation phase of RWE's development and noted that RWE should have some additional financial flexibility within the current rating to grow and develop the businesses it currently owns and is acquiring. Joint Applicant Ex. 3.04. Similarly, while Standard & Poor's assigned RWE an AA-, Negative Outlook rating following the announcement, its March 22, 2002 Report recognized that RWE's acquisition of Innogy, plc is in line with RWE's strategy to become a leading multi-utility in Europe and North America, and that RWE continues to benefit from a strong business position, robust balance sheet and disposable noncore assets. Joint Applicant Ex. 3.05. Notably, Standard & Poor's stated that "Any ratings downgrade on RWE as a result of the Innogy acquisition is likely to be limited to one notch". Id.

On June 13, 2002, Standard & Poor's did lower the long-term corporate credit rating of RWE and its subsidiaries one notch from AA- to A+ (as predicted in the March 22 Report). Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 3. RWE's A+ credit rating, however, is still higher than AWCC's (A-) (Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 3) credit rating and thus, RWE's utility subsidiaries, including Illinois-American, would benefit from the reorganization. *See* Joint Applicant Ex. 3.00 (Lambertz Rebuttal) at 7; Joint Applicant Ex. 4.00 (Simic Rebuttal) at 4. Moreover, also as expected, the Standard & Poor's report noted that "All ratings on RWE and affiliates, including Innogy, were removed from Credit Watch where they

were placed on March 22, 2002, following RWE's bid for Innogy. The outlook on all companies is stable." Tr. (7/31/02) at 62-63. The report further stated, "RWE is committed to a period of consolidation and expects its financial profile to stabilize, despite the planned acquisition of American Waterworks Co., Inc." Id. at 63.

As requested by Staff, in order to enable the Commission to monitor the financial condition of Illinois-American and each of the companies within the corporate chain between Illinois-American and RWE, Illinois-American has committed to inform the Commission of any changes to the corporate credit ratings of RWE, Thames Water, and AWCC by filing a copy of the complete credit report with the Commission within 15 days of publication, and to provide a second copy to the Manager of the Finance Department. Joint Applicant Ex. 6.0 (Gloriod Supplemental Direct) at 2; Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 4. In addition, should Standard & Poor's or Moody's provide a corporate credit rating for American, Illinois-American, Thames Holdings or TWUS, Illinois-American has committed to file with the Commission a copy of that credit report within 15 days of publication and to provide a second copy to the Manager of the Finance Department. Id.

RWE fully expects – and indeed the credit rating reports recognize³ – that RWE's efficient and prudent financial management and corporate focus on acquisition integration will ensure RWE's credit stability. In addition, RWE maintains a stable outlook and a credit rating higher than AWCC. This will enhance Illinois-American's ability to raise necessary capital on reasonable terms. For these reasons, Staff correctly notes that the proposed reorganization, including the establishment of TWUS, satisfies the requirements of Section 7-204(b)(4). Staff Ex. 4.0 (Langfeldt Rebuttal) at 2-3; Staff Ex. 6.0 (Langfeldt Supplemental Direct) at 5.

³ See Joint Applicant Exhibits 3.04 and 3.05.

D. Section 7-204(b)(5):

Section 7-204(b)(5) requires a Commission finding that “the utility will remain subject to all applicable laws, regulations, rules, decisions and policies governing the regulation of Illinois public utilities.” As noted above, following the proposed reorganization, which will include TWUS as an intermediate holding company in the RWE corporate structure, Illinois-American will remain an Illinois public utility fully subject to the Commission’s jurisdiction under the Act.

In response to Staff’s concern that Section 8.09 of the Agreement could at least arguably permit future reorganizations (Staff Ex. 7.0 (Johnson Supplemental Direct) at 4), RWE and Thames Holdings have specifically and unequivocally committed, consistent with Staff’s recommendation, that Illinois-American will seek approval of any future proposed corporate structure change that requires Commission approval under Section 7-204 of the Act. Joint Applicant Ex. 8.0 (Smith Supplemental Rebuttal) at 2; Joint Applicant Ex. 8.1 (Affidavit of Georg Lambertz). Given RWE’s and Thames Holdings’ commitment, Staff agrees that the proposed reorganization satisfies the requirements of Section 7-204(b)(5). Staff Ex. 7.0 (Johnson Supplemental Direct) at 5.

E. Section 7-204(b)(6):

As Staff recognizes, the proposed reorganization, including the establishment of TWUS, also satisfies the requirement of Section 7-204(b)(6), which requires a Commission finding that “the proposed reorganization is not likely to have an adverse effect on competition in those markets over which the Commission has jurisdiction.” Staff Ex. 7.0 (Johnson Supplemental Direct) at 6. In fact, following the proposed reorganization, Illinois-American will continue to operate in its current certificated service territories under the same market conditions that currently exist. Joint Applicant Ex. 1.0 (Gloriod Direct) at 14. Moreover, due to geographic separation, no present operating company or other entity owned by Thames Holdings, including

TWUS, has water or wastewater operations in Illinois, or plans to conduct such operations. Staff Ex. 3.0 (Johnson Direct) at 10; Staff Ex. 7.0 (Johnson Supplemental Direct) at 6; Joint Applicant Ex. 1.0 (Gloriod Direct) at 14. Consequently, because there is no competition between Illinois-American and any entity owned by Thames, the proposed reorganization will not and cannot have a significant effect on competition in those markets subject to the Commission's jurisdiction. Staff Ex. 3.0 (Johnson Direct) at 10.

F. Section 7-204(b)(7):

Finally, the proposed reorganization satisfies Section 7-204(b)(7), because there will be no adverse rate impacts on Illinois-American's retail customers. Following the proposed reorganization, Illinois-American will continue to operate under its existing tariffs and rate structures, unless and until such tariffs and rate structures are revised in accordance with Illinois law and in the ordinary course of business. Joint Applicant Ex. 1.0 (Gloriod Direct) at 14. In other words, Joint Applicants do not seek any rate increase or changes to Illinois-American's tariffs as a result of the reorganization. Staff Ex. 3.0 (Johnson Direct) at 11. Moreover, no costs associated with the establishment of TWUS will be allocated to Illinois-American (Staff Ex. 7.0 (Johnson Supplemental Direct) at 6) and, as further explained below, Joint Applicants do not seek to recover any acquisition premium or costs. For these reasons, Staff correctly notes that the proposed reorganization and the establishment of TWUS will not result in an increase in rates for Illinois-American's customers. Staff Ex. 3.0 (Johnson Direct) at 11; Staff Ex. 7.0 (Johnson Supplemental Direct) at 6.

III. ANALYSIS OF THE PROPOSED REORGANIZATION UNDER SECTION 7-204(c)

Section 7-204(c) provides that, before approving a utility reorganization, the Commission must rule on: "(i) the allocation of any savings resulting from the proposed reorganization; and

(ii) whether the companies should be allowed to recover any costs incurred in accomplishing the proposed reorganization, and if so, the amount of costs eligible for recovery and how the costs will be allocated.”

Thames does not expect synergy savings to occur in Illinois as a result of the proposed reorganization because, as noted above, Thames does not currently maintain operations in Illinois. In addition, the establishment of TWUS for the purpose of filing a consolidated tax return is not expected to result in any additional benefits to Illinois-American’s ratepayers.⁴ Staff Ex. 5.00 (Everson Supplemental Direct) at 4. As in the past, Illinois-American’s tax expense will continue to be calculated on a stand-alone basis after the reorganization. Id. at Attachment D. However, to the extent that synergy savings are reflected in future rate case test years, Joint Applicants agree that they should be allocated in full to customers. Joint Applicant Ex. 2.0 (Carmedy Direct) at 9.

Joint Applicants also do not seek recovery of any acquisition premium or costs to accomplish the reorganization, and Thames does not intend to pass such costs through to Illinois-American. And, as noted above, no costs related to the formation of TWUS will be allocated to Illinois-American or recovered from Illinois-American’s ratepayers. Therefore, the Commission should rule, under Section 7-204(c)(ii), that no costs incurred in accomplishing the reorganization are recoverable in Illinois-American’s rates. Joint Applicant Ex. 2.0 (Carmedy Direct) at 9.

Staff agrees with each of these proposed findings. Staff Ex. 1.00 (Everson Direct) at 5-6; Staff Ex. 5.00 (Everson Supplemental Direct) at 4-5.

⁴ Of course, neither Illinois -American nor its customers will incur any additional expenses or liabilities as a result of filing a consolidated tax return. Id.

IV. CONCLUSION

Based on the foregoing and the evidence presented by Joint Applicants and Staff, the proposed reorganization and change in control of Illinois-American should be approved because it fully complies with Section 7-204 of the Act and will result in numerous benefits for Illinois-American and its customers.

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Respectfully submitted,



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