

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

IN THE MATTER OF:)
)
THE PETITION OF THE CITY OF PEKIN, A)
MUNICIPAL CORPORATION, FOR APPROVAL) Docket No. 02-0352
PURSUANT TO 735 ILCS 5/7-102 TO CONDEMN)
A CERTAIN PORTION OF THE WATER WORKS)
SYSTEM OF ILLINOIS-AMERICAN WATER)
COMPANY.)

**MOTION FOR LEAVE TO APPEAR
AS COUNSEL IN ILLINOIS**

Illinois-American Water Company (“Illinois-American”) hereby requests that Mr. Gregory G. Fletcher of the law firm of Baker, Donelson, Bearman & Caldwell (“Baker Donelson”) be granted leave under 83 Illinois Administrative Code, Section 200.90(a) to represent Illinois-American as co-counsel with Mr. Boyd J. Springer of Jones Day, Mr. Joe A. Conner of Baker Donelson and Ms. Sue A. Schultz, General Counsel of the Company, in the above-referenced proceeding. In support of its request, Illinois-American states as follows:

1. Mr. Fletcher (although not admitted to practice in Illinois) is an attorney in good standing in the State of Tennessee;
2. Mr. Fletcher is acting as counsel to companies affiliated with Illinois-American in matters involving exercise of the power of eminent domain in other jurisdictions and, therefore, have been asked to represent Illinois-American in Illinois in the interest of expedition, convenience and cost-effectiveness (which are each among the goals listed in 83 Illinois Administrative Code, Section 200.25);
3. Illinois-American filed a petition with the Circuit Court of Cook County on May 13, 2003 along with a pro hac vice motion requesting that Mr. Fletcher be admitted pro hac vice

so that he may appear before the Illinois Commerce Commission on behalf of Illinois-American in this action.

4. Rules of the Tennessee Supreme Court would permit similarly experienced counsel in good standing from Illinois to appear in a Tennessee proceeding in a similar situation. Tenn. S. Ct. R. 7, Art. V, § 5.01.

5. Mr. Springer and Ms. Schultz are each an attorney in good standing, licensed to practice law in the State of Illinois.

6. Notices should be sent to Mr. Fletcher at the following address:

Baker, Donelson, Bearman & Caldwell
Suite 1800 Republic Center
633 Chestnut Street
Chattanooga, TN 37450-1800
Phone: (423) 752-4417
Fax: (423) 752-9527
gfletcher@bdbbc.com

WHEREFORE, Illinois-American Water Company requests that Mr. Fletcher be permitted to act as co-counsel for Illinois-American in this proceeding.

Respectfully submitted, -



Boyd J. Springer
JONES DAY
77 West Wacker
Chicago, IL 60601-1692
Phone: 312/782-3939
Fax: 312/782-8585

One of the Attorneys for
Illinois-American Water Company

Dated: May 13, 2003

AFFIDAVIT

I, Sue A. Schultz, certify that: (i) I am the General Counsel and Secretary of Illinois-American Water Company; (ii) I have read the attached Motion for Leave to Appear as Counsel in Illinois; (iii) I am familiar with the facts stated therein; and (iv) the facts are true and correct to the best of my knowledge.

Sue A. Schultz

Sue A. Schultz

SUBSCRIBED and SWORN to before me
this 13th day of May, 2003.

Patricia A. Barnett

Notary Public

