

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of Union Electric)	
Company for Authority to Continue the Transfer)	
of Functional Control of its Transmission System)	Case No. EO-2008-0134
to the Midwest Independent Transmission)	
System Operator, Inc.)	

**APPLICATION OF
SOUTHWEST POWER POOL, INC.
TO INTERVENE**

COMES NOW, Southwest Power Pool, Inc. ("SPP"), by and through its counsel and pursuant to 4 CSR 240-2.075, and applies to intervene in this matter. In support of its Application, SPP states as follows:

1. SPP is a not-for-profit corporation, organized and existing under the laws of the State of Arkansas with its principal place of business at 415 North McKinley, Suite 140, in Little Rock, Arkansas, 72205-3020.

2. SPP came into existence in 1941 when eleven companies joined together voluntarily to serve critical national defense needs during World War II. When the war ended in 1945, SPP's Executive Committee retained the organization to further the benefits of coordinated operation of their electric systems. As a result of the Northeast power interruption in late 1965, a number of reliability councils were organized, and in 1968 SPP joined with twelve other entities to form the National Electric Reliability Council, now known as the North American Electric Reliability Corporation ("NERC"). SPP incorporated as a not-for-profit corporation in 1994.

3. Currently, SPP's members serve more than 4.5 million customers in a 255,000 square mile area covering all or parts of the States of Arkansas, Missouri,

Kansas, Oklahoma, Louisiana, Mississippi, New Mexico and Texas. SPP's members include investor-owned utilities, municipal systems, generation and transmission cooperatives, state authorities, independent power producers, power marketers, a contract participant, and independent transmission companies. A list of SPP's members is attached as Appendix A to this Application.

4. Since 1998, SPP has administered open-access transmission services across the SPP region under the terms of SPP's open-access transmission tariff ("SPP tariff"), which was filed with and approved by the Federal Energy Regulatory Commission ("FERC"). The transmission facilities used to provide service under the SPP tariff are comprised of the transmission facilities owned by public utility and non-public utility members of SPP currently committed to the SPP tariff.

5. On October 15, 2003, SPP submitted an application pursuant to Section 205 of the Federal Power Act ("FPA"), 16 U.S.C. § 824d, and Section 35.34 of the FERC's regulations, seeking to establish that SPP fulfilled the requirements of a Regional Transmission Organization ("RTO").¹ In orders issued in October 2004,² FERC granted SPP RTO status subject to the fulfillment of certain limited requirements.

6. Pleadings, notices and orders and other communications in this matter should be addressed to the following:

David C. Linton
David C. Linton, L.L.C.
424 Summer Top Lane

¹ See *Regional Transmission Organizations Order No. 2000*, III FERC Stats & Regs., Regs. Preambles ¶ 31,089 (1999), order on reh'g, *Order No. 2000-A*, III FERC Stats. & Regs., Regs. Preambles ¶ 31,092 (2000). In Order No. 2000, FERC strongly encouraged all public utilities that own, operate or control interstate transmission facilities to participate in a Regional Transmission Organization.

² *Southwest Power Pool, Inc.*, 109 FERC ¶ 61,009 (2004) and *Southwest Power Pool, Inc.*, 109 FERC ¶ 61,008 (2004).

Fenton, Missouri 63026
Telephone: (636) 349-9028
Facsimile: (636) 349-9028
Email: djlinton@charter.net

and

Heather Starnes
Attorney, Regulatory Affairs
Southwest Power Pool, Inc.
415 North McKinley, Suite 140
Little Rock, AR 72205
Telephone: (501) 614-3380
Facsimile: (501) 664-9553
Email: hstarnes@spp.org

Union Electric Company's Application

7. On November 1, 2007, Union Electric Company, d/b/a AmerenUE, submitted its Application to this Commission to continue the transfer of functional control of its transmission system to the Midwest Independent Transmission System Operator, Inc. ("MISO"), in response to a Stipulation and Agreement ("Stipulation") approved by the Commission in Case No. EO-2003-0271. Also, pursuant to the Stipulation, AmerenUE submitted a cost-benefit analysis conducted by CRA International ("CRA"). As described in its Application, AmerenUE identified and examined three alternative scenarios for purposes of the cost-benefit analysis, including participation by AmerenUE in SPP. In doing so, the cost-benefit analysis represented certain costs and benefits of participation in SPP. Further, its Application also identified several potentially significant uncertainties relating to RTO development.

SPP's Interest

8. SPP has an interest in assuring that the data and information contained in the cost-benefit analysis is accurate and that the costs and benefits of participation in SPP

are accurately presented to this Commission. Further, inasmuch as the cost benefit-analysis identifies SPP as a potential alternative to AmerenUE's continued participation in MISO, SPP has an additional interest in this matter. Both interests are different from those of the general public which can not be adequately presented by any other party.

9. Participation by SPP will also benefit the public interest by providing the Commission with SPP's perspective on the cost-benefit analysis and other potentially significant uncertainties relating to RTO development.

10. Pursuant to 4 CSR 240-2.075(2), SPP states that it currently neither supports nor opposes AmerenUE's Application. However, SPP reserves the right to change its position regarding the Application as this docket proceeds and more evidence is presented.

WHEREFORE, for the foregoing reasons, SPP respectfully requests permission to intervene as a party in the above-entitled matter.

Respectfully submitted,

/s/ David C. Linton

David C. Linton MoBar #32198
David C. Linton, L.L.C.
424 Summer Top Lane
Fenton, Missouri 63026
(636) 349-9028
djlinton@charter.net

Heather H. Starnes MoBar #52608
 ARBar #94113
415 North McKinley, Suite 140
Little Rock, Arkansas 72205-3020

Attorneys for
Southwest Power Pool, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing Application of Southwest Power Pool, Inc. to Intervene was e-mailed and provided in hard copy by US Mail, postage prepaid, on this 21st day of November, 2007, to the following:

Kevin Thompson
General Counsel
Missouri Public Service Commission
200 Madison Street, Suite 800
P.O. Box 360
Jefferson City, MO 65102-0360
kevin.thompson@psc.mo.gov

Steven R. Sullivan, Senior Vice President and
General Counsel
Thomas M. Byrne, Managing Associate
General Counsel
Ameren Services Co.
1901 Chouteau Avenue
P.O. Box 66149
St. Louis, Missouri 63166
tbyrne@ameren.com

Lewis Mills
Office of Public Counsel
Governor Office Building
200 Madison Street, Suite 650
P.O. Box 2230
Jefferson City, MO 65102-2230
OPCservice@ded.mo.gov
lewis.mills@ded.mo.gov

James B. Lowery
Smith Lewis, LLP
111 S. Ninth Street
P.O. Box 918
Columbia, Missouri 65205
lowery@smithlewis.com

Karl Zobrist
Roger W. Steiner
Sonnenschein Nath & Rosenthal LLP
4520 Main Street, Suite 1100
Kansas City, MO 64111
kzobrist@sonnenschein.com
rsteiner@sonnenschein.com

/s/ David C. Linton

Attorney for Southwest Power Pool, Inc.

415 N. McKinley, Suite 140
Little Rock, AR 72205-3020
501/614-3200 * Fax: 501/664-9553

SPP MEMBERS
(As of September 6, 2007)

Cooperatives

Arkansas Electric Cooperative Co. *
East Texas Electric Coop., Inc. *
Golden Spread Electric Cooperative *
Kansas Electric Power Coop
Mid-Kansas Electric Company
Midwest Energy, Inc. *
Northeast TX Electric Cooperative *
Rayburn Country Electric Coop *
Sunflower Electric Power Corp. * #
Tex – La Cooperative of Texas, Inc. *
Western Farmers Electric Coop. #

Independent Power Producers

Calpine Energy Services, L.P. *
Redbud Energy *
Tenaska Power Services Co. *

Independent Transmission Companies

ITC Great Plains
Trans-Elect Development Company, LLC

Investor-Owned

American Electric Power #
 Public Service Company of Oklahoma
 Southwestern Electric Power Company
Aquila, Inc.
 Missouri Public Service #
 St. Joseph Power & Light Co. *
Cleco Power, LLC #
Empire District Electric Company #
Entergy Services, Inc. *
Exelon Power Team *
Kansas City Power & Light Company #

OG+E Electric Services #
Westar Energy, Inc. #
 Kansas Gas and Electric Company
Xcel Energy
 Southwestern Public Service Company #

Marketers

Aquila Power – Aquila Inc. *
Cargill Power Markets, LLC *
Constellation Energy Commodities Group, Inc. *
Coral Power LLC *
Duke Energy Americas, LLC *
Dynegy Power Marketing, Inc. *
Edison Mission Marketing & Trading, Inc. *
El Paso Merchant Energy, L.P. *
NRG Power Marketing, Inc. *
TXU Portfolio Management Company, LP
Williams Power Company, Inc. *

Municipals

Board of Public Utilities (Kansas City, KS) * #
City of Clarksdale, Mississippi *
City of Lafayette, LA * #
City Power and Light (Independence, MO) * #
City Utilities of Springfield, MO *
Kansas Municipal Energy Agency *
Oklahoma Municipal Power Authority
Public Service Comm. of Yazoo City, MS *

SPP Contract Participants

Southwestern Power Administration #

State Agencies

Grand River Dam Authority #
Louisiana Energy & Power Authority #

* Transmission Dependent Member

Denotes Balancing Authority/Control Area within SPP