

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

In the Matter of the Joint Application of Entergy Arkansas, Inc.,       )  
Mid South TransCo LLC, Transmission Company Arkansas,       )  
LLC and ITC Midsouth LLC for Approval of Transfer of Assets       ) **File No. EO-2013-0396**  
and Certificate of Convenience and Necessity, and Merger and,       )  
in connection therewith, Certain Other Related Transactions       )

**EMPIRE’S APPLICATION TO INTERVENE**

COMES NOW The Empire District Electric Company (Empire), and, pursuant to Missouri Public Service Commission (Commission) Rule 4 CSR 240-2.075, and the Commission’s Order Directing Notice, Setting Intervention Deadline, Directing Filing and Scheduling a Conference, states as follows:

1. Empire is a Kansas corporation with its principal office and place of business at 602 South Joplin Avenue (P.O. Box 127), Joplin, Missouri 64801 (64802). Empire is engaged in the business of providing electric and water utility services in Missouri to customers in its service areas and has a certificate of service authority to provide certain telecommunications services.
2. Empire is an “electrical corporation,” a “water corporation,” a “telecommunications company” and a “public utility” as those terms are defined in Section 386.020 RSMo, and is subject to the jurisdiction and supervision of the Commission as provided by law. Empire also has a wholly owned subsidiary that is a “gas corporation.”
3. Empire has no pending or final judgments or decisions against it from state or federal regulatory agencies or courts which involve customer service occurring within the three (3) years immediately proceeding the filing of this application. Empire has no overdue Commission annual reports or assessment fees.

4. Empire's documents of incorporation were filed with the Commission in Case No. EF-94-39 and said documents are incorporated herein by reference in accordance with 4 CSR 240-2.060(1)(G). A Certificate of Authority from the Missouri Secretary of State to the effect that Empire, a foreign corporation, is authorized to do business in the State of Missouri, was filed with the Commission in Case No. EM-2000-369 and is also incorporated by reference.

5. Pleadings, notices, orders and other correspondence and communications concerning this application should be addressed to the undersigned counsel and:

Mr. Bary K. Warren  
The Empire District Electric Company  
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P.O. Box 127  
Joplin, MO 64802  
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The Empire District Electric Company  
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6. On February 14, 2013, Entergy Arkansas, Inc. (EAI) filed a joint application with the other named entities in the caption above for approval of the transfer of certain assets, through a series of steps, which will ultimately result in the transmission assets of EAI being transferred to an independent transmission company whose business model is solely focused on the provision of transmission services.

7. On February 15, 2013, the Commission issued an Order Directing Notice, Setting Intervention Deadline, Directing Filing and Scheduling a Conference. The Order, among other things, directed that application to intervene be filed by February 26, 2013.

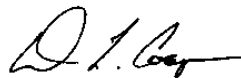
8. Empire is a network integration transmission service member of the Southwest Power Pool (SPP) RTO with an ownership share of the Plum Point coal fired power station, located near Osceola, Arkansas, and electrically interconnected to the EAI high voltage transmission system. As such, Empire's Missouri customers will be directly impacted as a result

of this proceeding which could include, but not limited to, the assignment of the existing Interconnection Agreements between Empire and Arkansas Power and Light (now Entergy Arkansas, Inc.), Plum Point Energy Partners and Entergy Services as well as maintenance and outage management of such interconnections as well as the scheduling transmission of its Plum Point generation from the EAI transmission system to the SPP regional system. Empire is also a long term transmission service customer of EAI and it is likely that the rates, terms and conditions of those contracts between Empire and EAI may be impacted by the proposed actions in this docket. Furthermore, as a utility on the seam of the EAI transmission system, Empire has a vested interest in system changes to EAI which may affect Empire's operation and delivery of generating capacity and energy to Empire's customers.

9. For the reasons stated above, Empire has an interest which is different from that of the general public and which may be adversely affected by a final order arising from the case. Additionally, Empire's status as a public utility and its interests in the subjects of this case indicate that its intervention would serve the public interest.

WHEREFORE, Empire prays that the Commission issue its order granting it permission to intervene in the above-captioned matters.

Respectfully submitted,



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ATTORNEYS FOR THE EMPIRE DISTRICT  
ELECTRIC COMPANY

## CERTIFICATE OF SERVICE


The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic mail, on February 25, 2013, to the following:

Nathan Williams  
Office of the General Counsel  
[nathan.williams@psc.mo.gov](mailto:nathan.williams@psc.mo.gov)

Lewis Mills  
Office of the Public Counsel  
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Larry Dority  
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Carl Lumley  
Curtis, Heinz, et al.  
[clumley@lawfirmemail.com](mailto:clumley@lawfirmemail.com)



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**VERIFICATION**

STATE OF MISSOURI     )  
                                  )  
COUNTY OF Newton     )     SS

I, Michael E. Palmer, state that I am employed by The Empire District Electric Company ("Empire") as Vice President of Transmission Policy and Corporate Services; that I have read the attached document; that the statements contained therein are true and correct to the best of my information, knowledge and belief; and, that I am authorized to make this statement on behalf of Empire.

Michael E Palmer

Subscribed and sworn to before me this 25 day of February, 2013.

Sherril J. Blalock  
Notary Public

My Commission Expires:

Nov. 16, 2014

