

DAVID C. LINTON LLC

ATTORNEY AT LAW

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February 24, 2005

FILED

FEB 25 2005

**Missouri Public
Service Commission**

Mr. Dale Hardy Roberts
Secretary and Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison, Suite 100
P.O. Box 360
Jefferson City, Missouri 65101

Re: Application of Aquila, Inc. to Join the Midwest Independent System
Operator, Inc., Case No. EO-2003-0566

Dear Mr. Roberts:

Enclosed for filing on behalf of the Southwest Power Pool, Inc., are an original and eight copies of the Application of the Southwest Power Pool, Inc. to Intervene Out of Time.

Please stamp as "Filed" the enclosed additional copy and return it to me for my files.

Thank you for your assistance on this matter.

Sincerely,



David C. Linton

Enclosures

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

In the Matter of Aquila, Inc. d/b/a Aquila)	
Networks – MPS And Aquila Networks – L&P’s)	
Application to Join the Midwest Independent)	Case No. EO-2003-0566
Transmission System Operator, Inc.)	

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

COMES NOW Southwest Power Pool, Inc. (“SPP”) by and through its counsel and pursuant to 4 CSR 240-2.075 applies to intervene out of time in the above-entitled 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 principle place of business at 415 North McKinley, #800 Plaza West, Little Rock, Arkansas, 72205.
2. SPP is now functioning and has functioned, since 1968, as a Regional Reliability Council and is a member of the North American Electric Reliability Council (“NERC”). In 1998, SPP filed an open access transmission tariff with the Federal Energy Regulatory Commission (“FERC”). SPP now provides transmission service across the SPP region under the terms of the tariff approved by the FERC. SPP currently has forty-six (46) members, including Aquila, Inc. d/b/a Aquila Networks – MPS and Aquila Networks – L&P (“Aquila”). A list of SPP’s members is attached hereto as Exhibit 1.

3. Communications in this matter should be directed to:

David C. Linton
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Les Dillahunty
Vice President, Regulatory Policy
Southwest Power Pool, Inc.
415 North McKinley
#800 Plaza West
Little Rock, AR 72205
(501) 614-3215
ldillahunty@spp.org

4. On June 20, 2003, Aquila filed an Application with this Commission to join the Midwest Independent Transmission System Operator, Inc. ("MISO").

5. On July 23, 2004, the Commission adopted a procedural schedule agreed to by all of the Parties. The procedural schedule contemplated the preparation of a cost/benefit study respecting the matter of SPP members participating in the SPP RTO. The study was to include both Aquila's Missouri and Aquila's Kansas operating divisions.

6. At the September 23, 2004, Technical Conference, the MISO volunteered to prepare a cost/benefit analysis of Aquila's membership in the MISO and Aquila's membership in the SPP. SPP has provided relevant information and data under a Confidentiality Agreement with the MISO consultant.

7. On October 1, 2004, in a series of orders, FERC granted SPP RTO status subject to certain limited compliance issues.

8. As the subject of a cost/benefit study in this matter and as a viable and significant alternative RTO to the Midwest ISO for Aquila, SPP has a significant and unique interest in this matter. Its interest is different from that of the general public and will be affected by the Commission's determination in this matter.

9. The intervention of SPP in this proceeding is in the public interest because the Commission will have the opportunity to receive SPP's unique input and perspective with regard to RTO formation and processes.

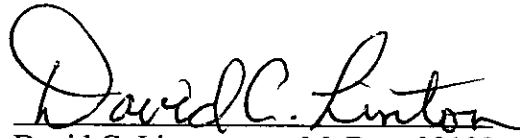
10. SPP participated in the September 23, 2004 Technical Conference and has also participated in the bi-weekly telephone conferences. Therefore, no party will be prejudiced by the late intervention of SPP. SPP will accept the record as it now stands. SPP's participation as a Party will not hinder but will facilitate these proceedings.

11. For the forgoing reasons, there is good cause to grant SPP's intervention at this time.

12. Pursuant to 4 CSR 240-2.075(2), SPP states that it currently neither supports nor opposes Aquila's Application; provided, however, that it reserves the right to change its position in response to the conclusions of the cost/benefit studies and the evidence presented in this proceeding.

Wherefore, for the foregoing reasons, SPP respectfully requests permission to intervene out of time in the above-entitled matter.

Respectfully submitted,

A handwritten signature in black ink that reads "David C. Linton". The signature is written in a cursive style with a large, looping "D" and "L".

David C. Linton MoBar 32198

David C. Linton, L.L.C.

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Fenton, Missouri 63026

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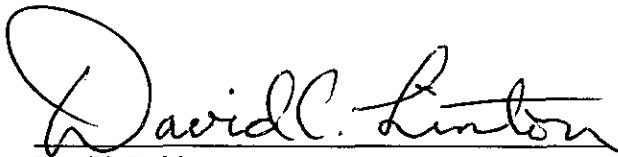
djlinton@earthlink.net

Attorney for
Southwest Power Pool, Inc.

VERIFICATION

STATE OF MISSOURI)
) ss
COUNTY OF ~~ST. LOUIS~~)
 Jefferson

David C. Linton, of lawful age, being first duly sworn on oath, states that he is an attorney for the Southwest Power Pool, Inc., that he has read the above and foregoing Application, and that the statements contained therein are true and correct.

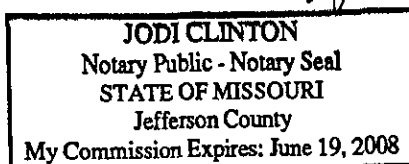

David C. Linton

Subscribed and sworn to before me this 24th day of February, 2005,



Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing Application of the Southwest Power Pool, Inc. to Intervene was e-mailed, on the 24th day of February, 2005, to:

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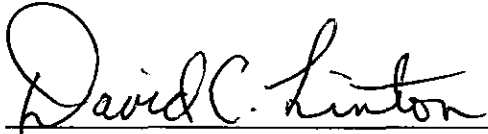
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Midwest Independent
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Attorney

SPP Members

Investor-Owned

American Electric Power #
 Public Service Company of Oklahoma
 Southwestern Electric Power Company
Aquila, Inc.
 Missouri Public Service #
 *St. Joseph Light & Power **
 WestPlains Energy #
Cleco Power LLC #
Entergy Services, Inc. *
Exelon Power Team *
Kansas City Power & Light Company #
OG&E Electric Services #
Southwestern Public Service Company #
The Empire District Electric Company #
Westar Energy #
 Western Resources, Inc.
 Kansas Gas & Electric

Cooperatives

Arkansas Electric Cooperative Corporation *
East Texas Electric Cooperative, Inc. *
Kansas Electric Power Cooperative
Midwest Energy, Inc. *
Northeast Texas Electric Cooperative *
Sunflower Electric Power Corporation # *
Tex-La Cooperative of Texas, Inc. *
Western Farmers Electric Cooperative #

Municipals

City of Clarksdale, Mississippi *
City of Lafayette, Louisiana # *
City Power & Light, Independence, Missouri # *
City Utilities, Springfield, Missouri *
Oklahoma Municipal Power Authority
Public Service Comm. of Yazoo City, Mississippi *
The Board of Public Utilities, Kansas City, Kansas # *

State Agencies

Grand River Dam Authority #
Louisiana Energy & Power Authority #

Independent Power Producer

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

Marketers

Aquila Power - Aquila, Inc. *
Cargill Power Markets, LLC *

Exhibit 1

Cinergy Corporation *
Constellation Energy Commodities Group, Inc. *
Coral Power LLC *
Dynegy Marketing & Trade *
Duke Energy Trading & Marketing *
Edison Mission Marketing & Trading, Inc. *
El Paso Merchant Energy, L.P. *
NRG Power Marketing, Inc. *
TXU Energy Trading Company
Williams Energy Marketing & Trading Company *