

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

| | | |
|-------------------------------------------|---|-----------------------------|
| PEOPLE OF THE STATE OF ILLINOIS, |) | |
| |) | |
| Complainant, |) | |
| |) | |
| v. |) | PCB 13-41 |
| |) | (Enforcement - Land) |
| AMEREN ENERGY RESOURCES GENERATING |) | |
| COMPANY, INC., |) | |
| |) | |
| Respondent. |) | |


NOTICE OF FILING

TO: Attached Service List

PLEASE TAKE NOTICE that on April 17, 2014, I filed with the Pollution Control Board of the State of Illinois, a MOTION FOR SUBSTITUTION, on behalf of AmerenEnergy Resources Generating Company, Inc. and AmerenEnergy Medina Valley Cogen, L.L.C., copies of which are attached hereto and herewith served upon you.

Respectfully submitted,

AMEREN ENERGY GENERATING RESOURCES
COMPANY, LLC AND AMERENENERGY
MEDINA VALLEY COGEN, L.L.C.

By: 
Deborah Bone

Renee Cipriano
Francis X. Lyons
Deborah Bone
SCHIFF HARDIN LLP
233 S. Wacker Drive, Suite 6600
Chicago, Illinois 60606
Phone: (312) 258-5500
Facsimile: (312) 258-5600

CERTIFICATE OF SERVICE

I, the undersigned, certify that on this 17th day of April, 2014, I have electronically served a true and correct copy of the attached MOTION FOR SUBSTITUTION, on behalf of AmerenEnergy Resources Generating Company, Inc. and AmerenEnergy Medina Valley Cogen, L.L.C., upon the following persons:


John Therriault, Clerk
Illinois Pollution Control Board
James R. Thompson Center
Suite 11-500
100 West Randolph
Chicago, Illinois 60601

and by first class mail, postage affixed, upon:

Raymond J. Callery
Assistant Attorney General
Environmental Bureau
500 South Second Street
Springfield, Illinois 62706

Carol Webb
Hearing Officer
Illinois Pollution Control Board
1021 North Grand Avenue East
Springfield, Illinois 62794

Illinois Environmental Protection Agency
Division of Legal Counsel
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794



Deborah Bone

SERVICE LIST

John T. Therriault
Clerk of the Board
Illinois Pollution Control Board
James R. Thompson Center
100 W. Randolph Street, Suite 11-500
Chicago, Illinois 60601

Raymond J. Callery
Assistant Attorney General
Environmental Bureau
500 South Second Street
Springfield, Illinois 62706

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| Respondent. |) | |

MOTION FOR SUBSTITUTION

Ameren Energy Resources Generating Company, Inc. ("AERG") and AmerenEnergy Medina Valley Cogen, L.L.C., ("Medina Valley") hereby move to substitute Medina Valley as the Respondent in this matter. In support of its motion, AERG and Medina Valley state as follows:

1. On December 2, 2013, Ameren Corporation ("Ameren"), a Missouri corporation, completed a transaction which, among other things, resulted in the divestiture of its merchant generation business including the Duck Creek Energy Center (the "Transaction"). As part of the divestiture, a narrow set of liabilities including all claims by the State of Illinois relating to the use of coal combustion material as sub-base within a rail line at Duck Creek, were retained. Prior to its dissolution, Ameren Energy Resources Company, LLC, a direct wholly owned subsidiary of Ameren, was the beneficial owner of all of the issued and outstanding limited liability company interest in AERG. The Transaction is described in the Affidavit of Craig Stensland, attached hereto as Exhibit A.

2. In accordance with the terms governing the Transaction, AERG and Medina Valley entered into an Assignment and Assumption Agreement, pursuant to which AERG assigned and Medina Valley assumed any liabilities arising from the Complaint filed by the Attorney General of the State of Illinois on February 4, 2013 in the instant proceeding and any subsequent complaints, enforcement actions, or petitions for relief related to the underlying allegations at issue in the Complaint, as well as the right to resolve the instant proceeding and any subsequent related actions.

3. As a result of the Transaction, AERG no longer exists as a subsidiary of Ameren. Furthermore, as a result of the Assignment and Assumption Agreement, any rights or liability arising from the instant proceeding was assumed by Medina Valley.

WHEREFORE, for the reasons set forth above, AERG and Medina Valley respectfully move the Board to substitute Medina Valley as the proper Respondent in this matter.

Respectfully submitted,

AMEREN ENERGY GENERATING RESOURCES
COMPANY, LLC AND AMERENENERGY
MEDINA VALLEY COGEN, L.L.C.

By: 

Deborah Bone

Dated: April 17, 2014

Renee Cipriano
Francis X. Lyons
Deborah Bone
SCHIFF HARDIN LLP
233 S. Wacker Drive, Suite 6600
Chicago, Illinois 60606
Phone: (312) 258-5500
Facsimile: (312) 258-5600

EXHIBIT A

AFFIDAVIT OF CRAIG W. STENSLAND

Craig W. Stensland, being first duly sworn upon oath, deposes and states as follows:

1. My name is Craig W. Stensland. I make this affidavit based on my personal knowledge, and if sworn in as a witness I could testify competently to the following facts.

2. I am Assistant Secretary of Ameren Corporation ("Ameren") and AmerenEnergy Medina Valley Cogen, LLC, and formerly Assistant Secretary of AmerenEnergy Resources Generating Company ("AERG"), and Ameren Energy Resources Company, LLC.

3. As Assistant Secretary of these companies, I am familiar with the Transaction as defined below.

4. On December 2, 2013, Ameren, a Missouri corporation, completed a transaction which, among other things, resulted in the divestiture of its merchant generation business including the Duck Creek Energy Center (the "Transaction").

5. As part of the divestiture, a narrow set of liabilities including all claims by the State of Illinois relating to the use of coal combustion material as sub-base within a rail line at Duck Creek, were retained. Prior to its dissolution, Ameren Energy Resources Company, LLC ("AER") a direct wholly owned subsidiary of Ameren, was the beneficial owner of all of the issued and outstanding limited liability company interest in AERG.

6. Prior to Ameren's completion of the Transaction, certain rights and obligations of AERG were assigned to and assumed by AmerenEnergy Medina Valley Cogen, L.L.C., an Illinois limited liability company ("Medina Valley") (which previously had been a direct wholly owned subsidiary of AER, and which became a direct wholly owned subsidiary of Ameren) pursuant to an Assignment and Assumption Agreement, dated November 26, 2013.

7. In accordance with the terms governing the Transaction and the Assignment and Assumption Agreement, AERG assigned and Medina Valley assumed any liabilities arising from the Complaint filed by the Attorney General of the State of Illinois on February 4, 2013 in *People v. AmerenEnergy Resources Generating Co.*, PCB Docket 13-41 and any subsequent complaints or enforcement action or petitions for relief related to the underlying allegations at issue in the Complaint, as well as the right to resolve the proceedings in PCB Docket 13-41 and any subsequent related actions.

8. As a result of the Transaction, AERG is no longer a subsidiary of Ameren. Furthermore, as a result of the Assignment and Assumption Agreement, any rights or liability arising from the proceedings in *People v. AmerenEnergy Resources Generating Co.*, PCB Docket 13-41, or related actions, was assumed by Medina Valley.

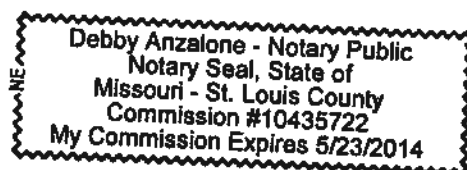
Dated: April 16, 2014


CRAIG W. STENSLAND

Subscribed and sworn before me this

16th day of April, 2014.


NOTARY PUBLIC



My Commission Expires:

____ day of _____, _____