

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

In the Matter of Union Electric Company,)	
d/b/a AmerenUE, for Authority to File)	
Tariffs Increasing Rates for Gas Service)	Case No. GR-2003-0517
Provided to Customers in the Company's)	
Missouri Service Area.)	

**AMERENUE'S RESPONSE TO STAFF'S
MOTION TO COMPEL DISCOVERY**

COMES NOW Union Electric Company, d/b/a AmerenUE ("AmerenUE"), and for its Response to the Missouri Public Service Commission Staff's ("Staff") Motion to Compel Discovery filed in this proceeding on November 19, 2003, states:

1. This case was established to consider a rate increase proposed by AmerenUE for its natural gas service provided in Missouri. As the Staff pointed out in its Motion, the test year for this case is January 1, 2002 through December 31, 2002, and the update period is through June 30, 2003.

2. On January 31, 2003, outside of the test year but within the update period for this case, Ameren Corporation, AmerenUE's parent company, completed its purchase of CILCORP, Inc., the owner of an Illinois gas and electric utility. Integration of CILCORP-owned operations with the operations of other Ameren affiliates commenced upon the completion of the purchase. However, the most significant parts of the integration effort have occurred or will occur subsequent to the end of the update period. For example, integration of CILCORP's accounting records occurred in August 2003, and integration of CILCORP's billing system occurred in November 2003.

3. Notwithstanding the fact that the integration of CILCORP occurred primarily after the end of the update period for this case, the Staff has elected to propose an allocation of

Ameren Services Company (“AMS”) costs to CILCORP. Ostensibly in furtherance of this proposed adjustment, the Staff has submitted a data request asking AmerenUE to make available “all documents” received from CILCORP during its due diligence investigation prior to the purchase of CILCORP.

4. Staff’s data request seeks information that is not relevant in any way to this case, or even the Staff’s proposed adjustment that would allocate AMS costs to CILCORP. Moreover, attempting to provide the information that the Staff is seeking would be unreasonably burdensome for AmerenUE. Ameren’s acquisition of CILCORP was an enormous undertaking. Dozens of parties, including outside law firms, investment bankers and other consultants, as well as many Ameren employees reviewed literally thousands of documents during the course of the weeks long due diligence process. Attempting to identify and corral this ocean of documents addressing virtually every aspect of CILCORP’s business is extremely unreasonable.

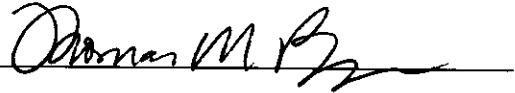
5. Moreover, Staff has utterly failed to explain exactly why it requires information related to every aspect of CILCORP’s business in this case. At a bare minimum, the Staff should be required to identify specific documents, or at least the specific types of documents, that it needs to attempt to support its allocation of AMS costs to CILCORP.

6. The Commission’s discovery rules are broad, but they are not unlimited. They do not permit the Staff to compel the Company to undertake the extremely difficult task of compiling and delivering a mountain of documents, all or most of which are completely irrelevant to this case, so that the Staff can sift through them at its leisure.

WHEREFORE, for the reasons stated herein, the Company respectfully requests that the Commission deny the Staff’s Motion to Compel Discovery.

Respectfully submitted,

UNION ELECTRIC COMPANY,
d/b/a AmerenUE

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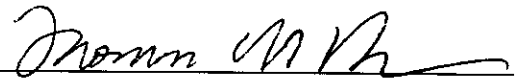
CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing *Response* was served via electronic filing with the Missouri Public Service Commission and via electronic mail (e-mail) on this 1st day of December, 2003, to:

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