

In the matter of the Application of Union Electric
Company d/b/a Ameren Missouri for Authority to Sell
or Transfer a Portion of Its Franchise, Works, or System
to FormPak, Inc.)
) Case No. EO-2014_____
)
)

Union Electric Company d/b/a Ameren Missouri (hereinafter “Ameren Missouri” or “the Company”) under authority of, and in accordance with, Section 393.190.1, RSMo, 4 CSR 240-2.060, and 4 CSR 240-3.110, hereby seeks authority from the Missouri Public Service Commission (“Commission”) to sell, transfer, and otherwise dispose of a portion of the Company’s franchise, works, or system to FormPak, Inc. (“FormPak”), for the purpose, and subject to the terms and conditions, stated in this application. In support of its application, Ameren Missouri states as follows:

1. Ameren Missouri is a Missouri corporation that is engaged in the business of providing electric and gas utility services to customers in its Missouri service areas. Its principal office and place of business is located at 1901 Chouteau Avenue, St. Louis, Missouri 63103. The Company is an “electrical corporation,” a “gas corporation,” and a “public utility,” as each of those terms is defined in Section 386.020, RSMo. Consequently, Ameren Missouri is subject to the general jurisdiction and supervision of the Commission, as provided by law.

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3. There are already on file with the Commission (i) a certified copy of Ameren Missouri's Articles of Incorporation (*See* Case No. EA-87-105); (ii) a copy of the Company's Fictitious Name Registrations, as filed with the Missouri Secretary of State's Office (*See* Case Nos. GO-98-486 and EN-2011-0069); (iii) and a copy of Ameren Missouri's Certificate of Corporate Good Standing (*See* Case No. EA-2013-0502). Those documents are incorporated by reference and made a part of this application for all purposes, as authorized by 4 CSR 240-2.060(1)(G).

4. Correspondence, communications, orders, and other documents and notices related to this application should be sent to the following representatives of the Company:

Wendy Tatro
Associate General Counsel
Union Electric Company d/b/a Ameren Missouri
1901 Chouteau Ave.
P. O. Box 149 (MC 1310)
St. Louis, MO 63166-6149
AmerenMOService@ameren.com

L. Russell Mitten
Brydon, Swearingen & England, P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102
rmitten@brydonlaw.com

5. FormPak is a Missouri corporation whose principal place of business is located at 355 Paul Avenue, St. Louis, Missouri, 63135. FormPak is engaged in the business of selling and servicing bulk bag equipment. Because of the nature of its business, FormPak is not subject to the regulatory jurisdiction of the Commission, and it will not become subject to the Commission's regulatory jurisdiction if the transaction described in this application is approved.

6. Since 1985, FormPak has rented from Ameren Missouri a 750 kVA, three-phase transformer, which is used to provide electricity to FormPak's warehouse at 355 Paul Avenue in St. Louis. In the past, the Company offered these rental arrangements to customers as an accommodation because Ameren Missouri's approved tariff makes customers responsible for all equipment and facilities required to provide electric service beyond the customer's meter. Customers who accepted this offer avoided some of

the costs associated with ownership of the equipment. A picture of the transformer at issue in this case is attached to this application as Appendix A, and a copy of the Transformer Rental Agreement between FormPak and Ameren Missouri is attached to this application as Appendix B. Both appendices are incorporated by reference and made a part of this application for all purposes.

7. FormPak has determined that it is more cost-effective to purchase the transformer at this point and has expressed its desire to do so. Purchasing the transformer from Ameren Missouri would allow FormPak to avoid future monthly rental payments. Ameren Missouri is willing to sell the transformer to FormPak because the Company no longer offers long-term transformer rental arrangements to its customers.

8. The proposed transaction is in the best interests of both Ameren Missouri and FormPak. Purchasing the transformer at Ameren Missouri's net book value instead of continuing to pay the monthly rental payments prescribed in the Transformer Rental Agreement would allow FormPak to pursue a course it has determined to be more financially advantageous. Ameren Missouri, and ultimately its customers, would similarly benefit because the sale of the transformer will enable the Company to fully recover the net book value of the assets that it proposes to sell to FormPak. Selling the assets in place also will allow FormPak to avoid the cost of removing or replacing the transformer in the future, which are among the customer's responsibilities under the terms of the Transformer Rental Agreement. Finally, authorizing the sale of the transformer is consistent with Ameren Missouri's current policy and approved tariff, which makes Ameren Missouri responsible for equipment and fixtures required to provide electric service on the Company's side of the customer's meter and makes the customer responsible for equipment and fixtures beyond the customer's meter.

9. FormPak has agreed to purchase, and Ameren Missouri has agreed to sell, the transformer and related facilities for an aggregate price of \$6,215.96, which represents the depreciated net book value of the facilities as of the date of the parties' agreement. A schedule showing how the Company determined the net book value of the assets proposed for sale is attached to this application as Appendix C. A form Bill of Sale between the parties, which provides, *inter alia*, that Ameren Missouri will sell the

facilities to FormPak on an “as is” basis without any warranties whatsoever with respect to those facilities, is attached to this application as Appendix D. If the Commission approves this transaction, within ten days of the Commission’s order Ameren Missouri will submit a fully-executed copy of that Bill of Sale as evidence that the transaction has been concluded. In addition, as required by 4 CSR 240-3.110(1)(C), a document verifying the authority of David N. Wakeman, Ameren Missouri’s Vice President of Energy Delivery, to enter into the proposed transaction on behalf of the Company is attached to this application as Appendix E. Each of the appendices referred to in this paragraph is incorporated in this application by reference and is made a part hereof for all purposes.

10. Because FormPak is not subject to the Commission’s regulatory jurisdiction, this application does not include a balance sheet or income statement showing the impact of the proposed purchase on FormPak, as otherwise would be required by 4 CSR 240-3.110(1)(E). In addition, because the value of the assets being sold to FormPak is less than \$10,000, the property and sales tax impact of the proposed transaction on the City of St. Louis should be negligible.

11. Ameren Missouri does not anticipate that this matter is or will become a contested case because the Commission has held that an application regarding a transfer of assets under Section 393.190, RSMo, is not a contested case:

Moreover, this is not a contested case pursuant to 536.010(2) because it does not involve a proceeding before an agency in which legal rights, duties or privileges of specific parties are required by law to be **determined after hearing**. (Emphasis added). Neither Section 393.190, nor Section 393.106, nor any other provision of law requires a hearing be held for these determinations.

In the Matter of the Application of The Empire District Electric Company for Authority to Sell and Transfer Part of its Works or System to the City of Monett, Missouri, Case No. EO-2009-0159, *Order Approving the Transfer of Assets*, footnote 4, (February 11, 2009). Consequently, 4 CSR 240-4.020(2) does not require the Company to file a 60-day Notice of Filing.

12. Although Ameren Missouri is not requesting expedited treatment of this application, the parties would like to complete this transaction as expeditiously as possible. Therefore, both Ameren Missouri and FormPak request a prompt decision from the Commission regarding this application.

WHEREFORE, having shown that the proposed transaction is in the best interests of Ameren Missouri and FormPak and also is in the public interest, and for all of the other reasons stated in this application, the Company respectfully requests the Commission to issue an order that:

- (i) Approves the proposed sale of the assets described in this application by Ameren Missouri to FormPak under the terms specified in the form Bill of Sale;
- (ii) Authorizes the Company and FormPak to do such other acts and things, including making, executing, and delivering any and all documents that may be necessary, advisable, or proper to consummate the transaction and to implement the authority granted by the Commission in this case; and
- (iii) Grants such other relief as the Commission deems appropriate under the circumstances.

Respectfully submitted,

By: /s/ L. Russell Mitten
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**ATTORNEYS FOR APPLICANT
UNION ELECTRIC COMPANY
d/b/a AMEREN MISSOURI**

VERIFICATION

STATE OF MISSOURI)
) ss
CITY OF ST. LOUIS)

DAVID N. WAKEMAN, being duly sworn on oath, deposes and says that he is the Vice President of Energy Delivery-Distribution Services of Union Electric Company d/b/a Ameren Missouri; that he has read the foregoing application and knows the contents thereof; and that the information contained in that application is true and correct to the best of his knowledge and belief.

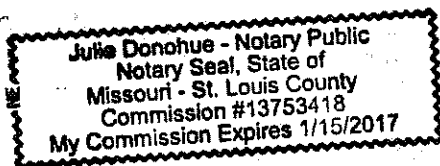
UNION ELECTRIC COMPANY
d/b/a AMEREN MISSOURI

BY: David N. Wakeman
DAVID N. WAKEMAN

Subscribed and sworn to before me, the undersigned Notary Public in and for the county and state aforesaid, on the 8th day of July, 2013.

Julie Donohue
Notary Public

My Commission expires:



CERTIFICATE OF SERVICE

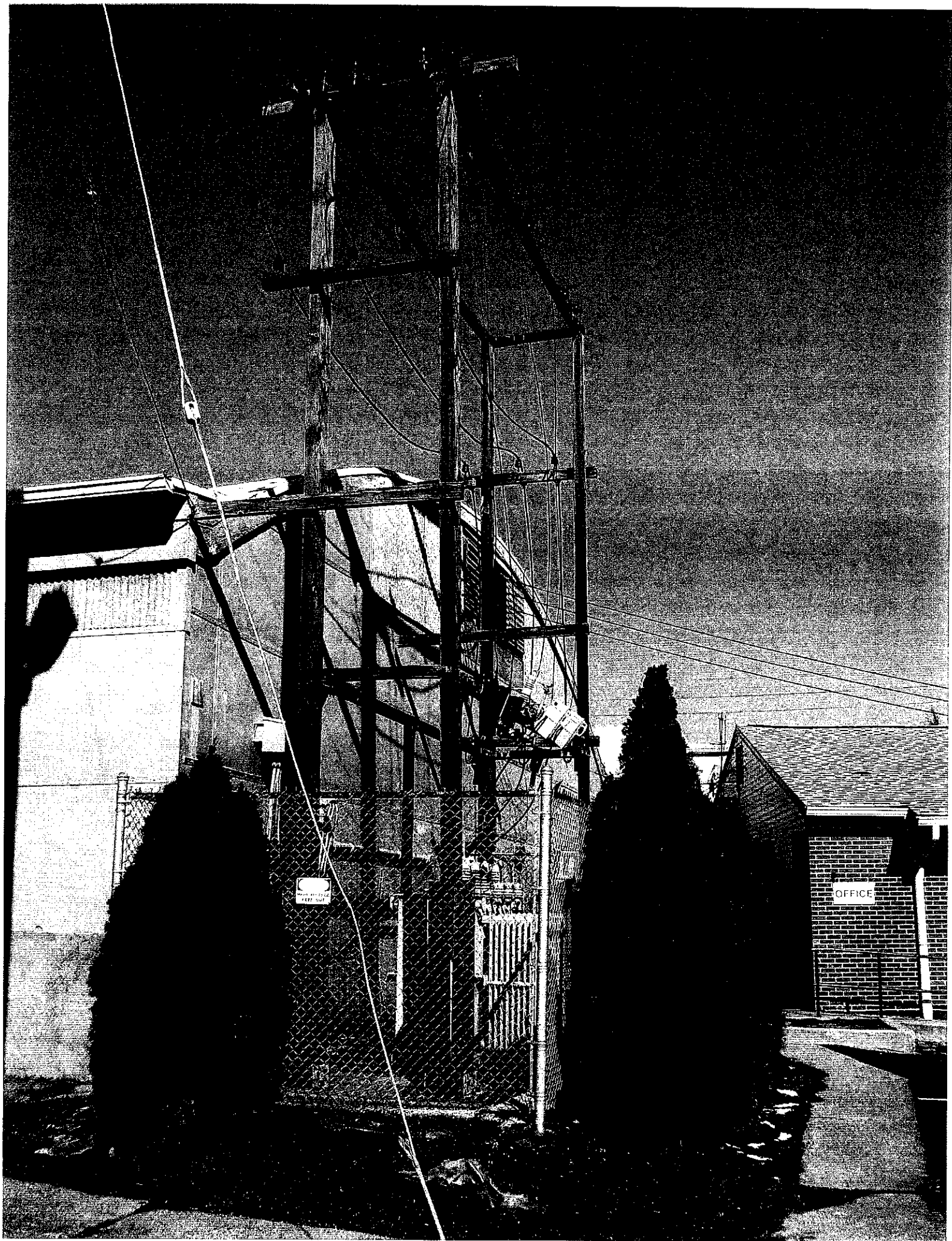
The undersigned hereby certifies that a copy of the foregoing application has been served on the following parties, via electronic mail, on this 8th day of July, 2013.

Josh Harden
Executive Secretary and General Counsel
Missouri Public Service Commission
Governor Office Building
200 Madison Street – Suite 100
Jefferson City, Missouri 65101
GenCounsel@psc.mo.gov

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Office of the Public Counsel
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Kevin Thompson
Chief Staff Counsel
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Governor Office Building
200 Madison Street – Suite 100
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Kevin.Thompson@psc.mo.gov

/s/ L. Russell Mitten



ALT # 69600-04155
Prem # 696000461
TRANSFORMER RENTAL AGREEMENT

APPENDIX B

In consideration of the mutual agreements herein stated, Union Electric Company ("Company") hereby agrees to rent and to make available to HWI AVE LLC ("Customer"), located at 355 Paul Ave, City of St. Louis, State of Missouri, the standard service transformer described below. Transformer will be available at Company's warehouse located at 12121 Dorsett, City of Maryland Heights State of Missouri, and Customer agrees to transport and install and maintain on Customer's premises.

No. Units	Kva	Phase	Primary	Secondary	Serial No.
<u>1</u>	<u>750</u>	<u>3</u>	<u>4160</u>	<u>240</u>	<u>MFH-1994-289.15</u>

Customer hereby agrees to all of the covenants and agreements stated herein, and to pay Company monthly as rent for said transformer(s) the sum of Two hundred eighty-nine and 15/100 Dollars (\$ 289.15). The parties expressly agree that in December of every calendar year the rent shall be changed, either upward or downward, to the Company's then existing rental charge for similar transformers.

The rented transformer(s) shall be under the control of and shall be operated and maintained by the Customer. Customer agrees that he shall be responsible for and shall comply with any and all applicable environmental and other legal requirements while the transformers are under his control and/or operation, including the transport by Customer of transformers to and from Company's warehouse.

Customer agrees to indemnify, save harmless and defend Company from and against any and all liabilities, claims, penalties, forfeitures, suits and the costs and expenses incident thereto (including costs of defense, settlement and reasonable attorneys' fees), which Company may hereafter incur, become responsible for or pay out as a result of death or bodily injuries to any person, destruction or damage to any property, contamination of or adverse effects on the environment, or any violation of governmental laws, regulations or orders, caused, in whole or in part, by (i) Customer's breach of any term or provision of this Agreement, or (ii) any negligent or willfull act or omission of Customer, his employees or agents in the performance of this Agreement.

This Agreement shall become effective when the transformer(s) is received by Customer or his agent, or under special conditions on JUNE 7, 1985, and shall continue from month to month unless terminated by either party giving at least ten days' advance written notice to the other until said transformer(s) is returned to Company's warehouse.

Company retains title to and ownership of the transformer(s) covered by this Agreement. Customer shall not pledge, hypothecate, or grant any security interest in said transformer(s). Customer shall not assign its rights under this Agreement, without the prior written consent of Company. Prior to termination of this Agreement, Customer shall return the transformer(s) to Company's warehouse, in the same condition as received, except for normal wear and tear. Customer agrees to pay additional costs of any repairs due to occurrences beyond normal wear and tear.

This Agreement shall be binding upon the parties hereto and their successors and assigns.

IN WITNESS WHEREOF, Customer has duly executed this Agreement, this 7th day of JUNE, 1985.

Unidynamics
Customer
By L. Workman
Title _____

**AMEREN-UNION ELECTRIC COMPANY
SALE OF FACILITIES**

CUSTOMER CONSIDERING PURCHASE OF TRANSFORMER

PRICED AS OF MARCH 19, 2013

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BILL OF SALE

This Bill of Sale is made as of the ____ day of ____, 20__ by and between Union Electric Company d/b/a Ameren Missouri ("Seller"), a Missouri Corporation with offices at 1901 Chouteau Avenue, St. Louis, Missouri, hereinafter called Seller to FormPak, Inc. ("Buyer").

For payment of \$6,215.96 to Seller, Seller does by these presents sell, assign, transfer and convey and delivers unto Buyer, its successors and assigns all its right, title and interest in and to the following described goods.

750 KVA three phase transformer 4160 volt Y-240 volt Serial Number MFH-1994

located at the Buyer's 355 Paul Avenue Facility in St. Louis, Missouri, to have and to hold same forever AS IS and WHERE IS and WITHOUT REPRESENTATIONS and WARRANTIES.

Ameren Corporation, its subsidiaries and affiliates, its directors, officers and employees (hereinafter collectively called "Seller") will hereby transfer, assign and set over to Buyer all right, title and interest in and to the Goods described, upon agreement by/with Seller to sell. This assignment is made without warranty, representation and recourse.

All property is sold by Seller "as is" and the Buyer for itself, its successors and assignees, accepts all risks in connection with the ownership and use of the property. SELLER DOES NOT WARRANT THAT THE PROPERTY IS OF MERCHANTABILITY QUALITY OR THAT IT CAN BE USED FOR ANY PARTICULAR PURPOSE.

Seller may previously have used some or all of the property. The Buyer understands, therefore, that the property, which is being purchased, may be in a *deteriorated and unsafe condition* at the time of sale. Seller does not represent that it has examined the goods, and the Buyer accepts the goods with the understanding that they may be defective. Any written or verbal warnings given to the Buyer regarding specific defects or dangers does not imply the absence of other defects or dangers.

Buyer understands that Seller cannot warn those persons who use the goods after the time of sale that such goods may possibly be defective. Buyer therefore agrees to warn all other persons, including employees and subsequent purchasers of the possibility that the goods may be in a dangerous and defective condition.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed as of date first above written.

AMEREN MISSOURI

FormPak, Inc.

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

SECRETARY'S CERTIFICATE

I, G. L. Waters, do hereby certify as follows:

1. That I am the duly elected, qualified and acting Assistant Secretary of UNION ELECTRIC COMPANY d/b/a Ameren Missouri, organized and under the law of the State of Missouri;

2. That David N. Wakeman has been duly elected a Vice President of said corporation;

3. That the By-Laws of said corporation provide at Article III, Section 3:

Section 3. The officers of the Corporation shall each have such powers and duties as may be prescribed from time to time by the Board of Directors or, in the absence of such prescription, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices...

4. That the power and duty to execute contracts and other instruments including a bill of sale to sell, assign, transfer and convey to FormPak, Inc., all of Union Electric Company's rights, title, and interest in a 750kVA transformer and related facilities, on behalf of the corporation, generally pertain to the office of said Vice President and the Board of Directors has not prescribed any limitations with respect to the exercise of such powers and the performance of such duties by said Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company this 27th day of June, 2013.


Assistant Secretary