

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

In the Matter of the Application of)	
Union Electric Company d/b/a AmerenUE)	
for an Order Authorizing the Sale and)	Case No.
Transfer of Certain Assets of AmerenUE)	
to St. James Municipal Utilities)	
and Rolla Municipal Utilities.)	

APPLICATION

COMES NOW Union Electric Company d/b/a AmerenUE (“AmerenUE” or “Applicant”), by and through counsel, and for its Application pursuant to Section 393.190, RSMo. (2008), 4 CSR 240-2.060 and 4 CSR 240-3.110, hereby requests authority to sell and transfer to St. James Municipal Utilities (“St. James”) and Rolla Municipal Utilities (“Rolla”) portions of its electric distribution system. In support thereof, Applicant respectfully states as follows:

1. AmerenUE is a Missouri corporation with its principal office and place of business located at 1901 Chouteau Avenue, St. Louis, Missouri 63103. AmerenUE is authorized to conduct business in Missouri and is engaged in providing electric and natural gas utility services in Missouri in those areas certificated to it by the Commission. There is already on file with the Commission a certified copy of Applicant's Articles of Incorporation (See Case No. EA-87-105), Applicant’s Fictitious Name Registration as filed with the Missouri Secretary of State’s Office (See Case No. GO-98-486), and a current Certificate of Good Standing for the Company (See Case No. EO-2010-0149), and said documents are incorporated herein by reference and made a part hereof for all purposes.

2. AmerenUE is an “electrical corporation” and a “public utility” as those terms are defined in Section 386.020 RSMo. (Cum. Supp. 2009). Consequently, it is subject to the jurisdiction and supervision of the Commission as provided by law.

3. AmerenUE has no pending action or final unsatisfied judgments or decisions against it from a state or federal agency or court which involve customer service or rates, which action, judgment, or decision has occurred within three (3) years of the date of this Application.

4. AmerenUE has no overdue Commission annual reports or assessment fees.

5. Pursuant to an Asset Purchase Agreement between AmerenUE and Rolla dated February 19, 2010 (the “Rolla Agreement”), which is attached hereto as Exhibit A and incorporated herein by reference, AmerenUE has agreed to sell and Rolla has agreed to purchase, subject to the terms and conditions of the Rolla Agreement, (1) the 84 MVA and 112 MVA transformers currently in use in AmerenUE’s electrical facilities in Missouri known as the Phelps Substation (“Phelps Substation”) in Phelps County, Missouri, (2) certain portions of 34.5 kV distribution facilities identified as Phelps 71, Phelps 72, and Phelps 73, emanating from the Phelps Substation, (3) all of the right, title, and interest of AmerenUE in and to the easements, rights-of-ways, and permits on which the above mentioned 34.5 kV distribution facilities are located, and (4) all rights and obligations of AmerenUE pursuant to certain pole use agreements.

6. Pursuant to an Asset Purchase Agreement between AmerenUE and St. James dated February 19, 2010 (the “St. James Agreement”), which is attached hereto as Exhibit B and incorporated herein by reference, AmerenUE has agreed to sell and St. James has agreed to purchase, subject to the terms and conditions of the St. James Agreement, (1) the equipment, structure, and real property constituting the Phelps Substation, except for the 56 MVA

transformer (which is being retained by AmerenUE), and the 84 MVA and 112 MVA transformers (which are being purchased by the City of Rolla under the Rolla Agreement) currently located within the Phelps Substation, (2) certain portions of 34.5 kV distribution facilities identified as Phelps 71, Phelps 72, and Phelps 73, emanating from the Phelps Substation, (3) all of the right, title, and interest of AmerenUE in and to the real estate, easements, rights-of-ways, and permits on which the above mentioned 34.5 kV distribution facilities and the Phelps Substation are located, and (4) all rights and obligations of AmerenUE pursuant to certain pole use agreements.

The Phelps Substation serves two wholesale customers, the Cities of Rolla and St. James and is more fully described in the St. James Agreement.

7. A certified copy of the resolution of the AmerenUE Board of Directors authorizing the consummation of the transaction contemplated by this Application is attached hereto as Exhibit C and incorporated herein by reference.

8. The proposed sale of the Phelps Substation with associated distribution facilities and equipment will not be detrimental to the public interest because the sale will not result in any reduced level of service or reliability to any retail customer of AmerenUE, and indeed the sale is being made at the request of the two wholesale customers that currently take wholesale service from the substation at issue. Rolla and St. James will integrate the Phelps Substation and associated equipment with their electric operations in Missouri. In all other respects, AmerenUE proposes to serve its retail customers pursuant to the terms of its existing electric tariffs applicable to its Missouri electricity operations and its existing procedures applicable to such service.

9. There will be no interruption in service to any customers of AmerenUE, Rolla, or St. James as a result of the sale.

10. No significant impact is expected on the tax revenues of the Missouri political subdivisions in which any structures, facilities, or equipment of AmerenUE, St. James, and Rolla are located.

WHEREFORE, AmerenUE respectfully requests the Commission to issue an order authorizing:

(a) the sale of certain AmerenUE transformers, distribution facilities, and related property rights, as more fully described in the Rolla Agreement, to Rolla;

(b) the sale of AmerenUE's Phelps Substation, distribution facilities, and related property rights, as more fully described in the St. James Agreement, to St. James;

(c) the sale and transfer to Rolla and St. James all of the property rights, privileges, immunities, and obligations of AmerenUE applicable to the Phelps Substation and related equipment, including, but not limited to, works, or systems or franchises, as described in the Agreements, effective as of the date of the closing of the transaction; and

(d) such other relief as may be deemed necessary to accomplish the purpose of this Application and to consummate the sales.

Respectfully Submitted:

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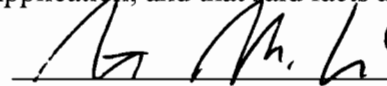
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**Attorneys for Union Electric Company
d/b/a AmerenUE**

VERIFICATION

I, Stephen M. Kidwell, of lawful age, being duly sworn, deposes and says that: I am the Vice President of Regulatory Affairs for Union Electric Company d/b/a AmerenUE; that I am duly authorized to and did sign the foregoing Application on behalf of Union Electric Company; that I have knowledge of the facts stated in the foregoing Application; and that said facts are true to the best of my knowledge, information and belief.



Stephen M. Kidwell

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served via e-mail, to the following parties on the 24th day of March, 2010.

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/s/**James B. Lowery**

James B. Lowery

List of Exhibits

Exhibit A – Asset Purchase Agreement - Rolla

Exhibit B – Asset Purchase Agreement – St. James

Exhibit C – Board Resolution