

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

In the matter of the Application of Union)
Electric Company (d/b/a AmerenUE) for)
an order authorizing the sale, transfer and)
assignment of certain Assets, Real Estate,)
Leased Property, Easements and)
Contractual Agreements to Central Illinois)
Public Service Company (d/b/a)
AmerenCIPS) and, in connection)
therewith, certain other related)
transactions.)

Case No. EO-2004-0108

**PROPOSED PROCEDURAL SCHEDULE OF
UNION ELECTRIC COMPANY**

COMES NOW Union Electric Company, d/b/a AmerenUE (“AmerenUE” or “Company”) and pursuant to the Missouri Public Service Commission’s (“Commission”) Order of October 17 proposes the following procedural schedule. In support, the Company states as follows:

1. On August 25, 2003 the Company filed its Application pursuant to Section 393.190 RSMo 2000 seeking an order in the first quarter of 2004 authorizing the transfer of the Company’s Illinois gas and electric utility business to its affiliate, Central Illinois Public Service Company d/b/a AmerenCIPS (“AmerenCIPS”).

2. As part of its Application, AmerenUE requested that the Commission grant expedited treatment to the Application, and specifically requested an order authorizing the transfer in the first quarter of 2004. In support for this request, the Company explained that a Commission order by that date was required to allow AmerenUE to make the necessary arrangements for its capacity and energy needs for the summer of 2004. If no Commission order

were issued by that date, the Company explained that it might be required to consider other alternatives for the acquisition of capacity and energy for the summer of 2004. This would impose an increased administrative cost on AmerenUE and may possibly result in the acquisition of unnecessary resources. Application, paragraphs 25-26.

3. On September 17, the Company filed the direct testimony of Craig Nelson, Richard Voytas, and Kevin Redhage in support of its Application.

4. On October 6, the Commission issued an order, which among other items, required that the parties jointly prepare and file a proposed procedural schedule no later than October 27. On October 17, the Commission issued an order modifying the October 6 order in certain respects, but reaffirming that the parties should jointly prepare and file a proposed procedural schedule no later than October 27.

5. The Company proposed a procedural schedule to the Commission Staff (“Staff”) during the week of October 13, and Staff passed this proposal on to the other parties.

6. The Company has attempted to discuss its proposed schedule with the Staff, and also to address whatever concerns the Staff might have about the Company’s Application. However, due to other commitments, the two parties have not had an opportunity to discuss these matters in any detail. Staff did circulate its proposed schedule to the parties on Friday afternoon, October 24. That proposal is not acceptable to the Company because it is not consistent with its request for expedited treatment, is unnecessarily long given the issues at hand, and is not likely to produce an order until well after the end of the first quarter of 2004.

7. The Company submits that its Application involves a narrow set of issues, which can be resolved by the Commission in an expeditious manner. All of the Company’s property to be transferred is located in the state of Illinois; none is located in Missouri. Pursuant to Section

393.190, the Commission may not withhold its approval of the transfer of the Company's Illinois property unless it can be shown that such disposition is detrimental to the public in Missouri. State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz, 596 S.W.2d 466 (Mo.App. ED 1980). The Company believes that its direct testimony and exhibits already filed in this case demonstrate that the public in Missouri will benefit from the transfer, and will not be harmed.

8. The Illinois Commerce Commission ("ICC") has already approved the transfer of the Company's electric utility assets to AmerenCIPS by order dated December 20, 2000 in docket nos. 00-0650 and 00-0655 (consolidated). In particular, the ICC concluded that the transfer of the electric utility assets would not have any negative impacts in any relevant respects. ¹

9. As a result, the Company submits that the following schedule will afford the parties an ample opportunity to assess the proposed transfer in terms of whether it may have a detrimental impact on the public in Missouri:

| | |
|-------------------------------------|---------------------------------|
| AmerenUE Direct testimony | September 17, 2003 |
| Staff/Intervenor Rebuttal testimony | December 17, 2003 |
| AmerenUE Surrebuttal testimony | January 15, 2004 |
| Joint List of Issues | January 22, 2004 |
| Hearings | February 2-4, 2004 ² |

10. If the above schedule is approved, the Company would commit to responding to data requests in an expedited manner, with objections due in 5 business days and responses due

¹ The Company filed on October 22, 2003 a Petition with the ICC requesting approval to transfer the gas utility assets.
² The Company understands that the Commission is next available for hearings in February on the 17th through the 20th. These hearing dates would be the Company's second choice if February 2-4 is not available.

in 10 business days, as opposed to 10 days for objections and 20 days for responses as allowed by 4 CSR 240-2.090.

11. The Company submits that the proposed schedule is reasonable in that it would allow Staff and Intervenors three full months to prepare rebuttal testimony to the Company's direct testimony already filed on September 17.

12. In order to expedite a ruling on this matter, the Company requests that responses to the proposed schedules be filed by Friday, October 31, and not by November 6 as previously requested by the Staff.

WHEREFORE, Union Electric Company requests that the Commission 1) require that responses to the proposed procedural schedules be filed by October 31, and 2) adopt the Company's procedural schedule proposed above.

Respectfully submitted,

UNION ELECTRIC COMPANY d/b/a
AmerenUE

/s/ Joseph H. Raybuck

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was served on the following parties of record via electronic mail on this 27th day of October 2003:

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