

**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 issue and sale)	Case No. EF-2003-0514
of up to \$1,500,000,000 aggregate principal)	
amount of additional long-term indebtedness.)	

**UNION ELECTRIC COMPANY'S RESPONSE
TO RECOMMENDATIONS OF STAFF AND
OFFICE OF THE PUBLIC COUNSEL**

Please be advised that Union Electric Company d/b/a AmerenUE ("AmerenUE"), by and through counsel, concurs with the conditions set forth in paragraphs 1-12 (pages 8-9) of the Memorandum (Appendix A) to the Staff Recommendation filed in the above proceeding on June 19, 2003 (the "Staff Recommendation"), with which Staff Recommendation the Office of the Public Counsel concurs in its Public Counsel Recommendation.

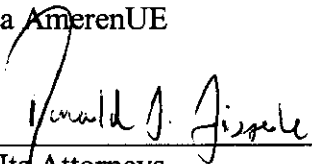
Without prejudice to its rights in any future matters, AmerenUE accepts the reduction of the authorized amount of New Indebtedness (as defined in the Application dated May 22, 2003 filed in this case) to \$1,050,000,000. As such, AmerenUE files herewith: (1) as revised Exhibit 2 to the Application, certain outstanding indebtedness and preferred stock (which Exhibit 2 has been designated as "Proprietary" under the Order Establishing Protective Order dated May 27, 2003), which, when refunded, discharged or retired, together with redemption premiums and estimated issuance fees, will require New Indebtedness of approximately \$1,050,000,000; and (2) as revised Exhibit 7 to the Application, the attached financial statements as of March 31, 2003, as specified in 4 CSR 240-3.120(1)(E) (certain portions of which have been designated as "Proprietary" under the Order Establishing Protective Order dated May 27, 2003).

In addition, AmerenUE amends its Application dated May 22, 2003 in paragraph 10 in the following respect: giving effect to the financial transactions noted in AmerenUE's revised

Exhibit 2 attached hereto and the timing, size and other assumptions used in pro-forma accounting entries noted in AmerenUE's revised Exhibit 7 attached hereto, the capitalization ratios as of March 31, 2003, would be: short-term debt – 0 percent; long-term debt and unamortized discount and premium – 46.99%; preferred stock – 1.58%; and common equity – 51.43%. These revised capitalization ratios were provided to the Staff of the Missouri Public Service Commission and the Office of the Public Counsel in financial schedules and statements submitted on June 9, 2003.

Respectfully submitted,

UNION ELECTRIC COMPANY
d/b/a AmerenUE

By 

Its Attorneys

Ronald S. Gieseke, MBE #31054

Ronald K. Evans, MBE# 22597

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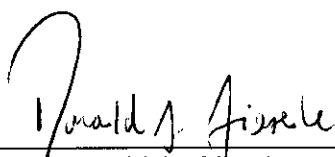
(314) 554-4014(fax)

Dated: June 19, 2003

VERIFICATION

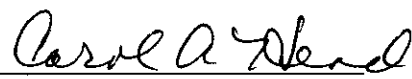
STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 19th day of June, 2003, before me appeared Ronald S. Gieseke, Associate General Counsel for Ameren Services Company, to me personally known, who being by me first duly sworn, states that he is duly authorized to execute Union Electric Company's Response to Recommendations of Staff and the Office of the Public Counsel in Case No. EF-2003-0514.



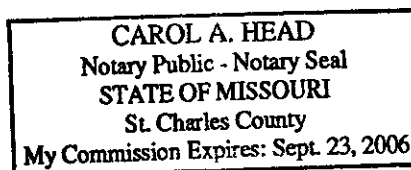
Ronald S. Gieseke

Subscribed and sworn to before me, a notary public, on this 19th day of June, 2003.



Notary Public

My Commission expires: 9-23-2006

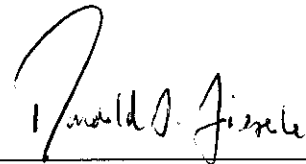


CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed this 19th day of June, 2003, to:

Dennis Frey
Missouri Public Service Commission
P.O. Box 360
200 Madison Street, Suite 800
Jefferson City, MO 65102

John B. Coffman
P.O. Box 7800
200 Madison Street, Suite 640
Governor Office Building
Jefferson City, MO 65101

A handwritten signature in cursive script, reading "Ronald S. Gieseke", written over a horizontal line.

Ronald S. Gieseke