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June 09, 2004

HAND-DELIVERED

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65202

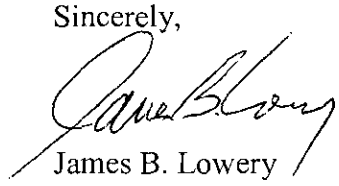
RE: In re: Application of Union Electric Company
Case No. EO-2004-0108

Dear Mr. Roberts:

Enclosed for filing please find an original and eight copies of the Reply Brief of Union Electric Company d/b/a AmerenUE and an original and eight copies of AmerenUE's Suggested Findings of Fact, Conclusions of Law and Ordered Paragraphs. These documents are being filed to meet today's deadline. As stated in the Certificates of Service, copies of these documents are being served on counsel of record.

Thank you for your assistance.

Sincerely,



James B. Lowery

Enclosures
c w/enc: Counsel of Record

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**

AMERENUE'S SUGGESTED FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDERED PARAGRAPHS

COMES NOW Union Electric Company d/b/a AmerenUE, pursuant to 4 CSR 240-2.140(4), and respectfully suggests that the Commission adopt the following Findings of Fact, Conclusions of Law, and Ordered Paragraphs with respect to the permission and authority sought by the Company pursuant to the Application referenced above, support for which is contained in the record in this case, as cited with specificity in the Company's Initial and Reply Briefs.

Findings of Fact

The Commission, having considered all of the competent and substantial evidence upon the whole record, makes the following findings of fact. The Commission has considered the parties' positions and arguments. Failure to specifically address a piece of evidence, position, or argument does not mean the Commission has failed to consider it, but instead means that the omitted material was not dispositive of the Commission's decision.

1. Union Electric Company d/b/a AmerenUE (the "Company" or "AmerenUE") is a public utility subject to the jurisdiction of this Commission and renders electric service to approximately 1,200,000 electric and 130,000 natural gas customers in Missouri. § 386.010(15), (18); 386.010(42), RSMo.

2. The Company owns electric and natural gas distribution assets located in the state of Illinois and more specifically, in the "Metro East" area across the Mississippi River from St. Louis, Missouri. The Company also owns transmission assets in Illinois. The foregoing transmission and distribution assets are sometimes hereinafter referred to as the "Illinois T & D Assets."

3. The Company seeks permission and authority under Section 393.190.1, RSMo., to transfer all of the Illinois T & D Assets to its sister company, Central Illinois Public Service Company d/b/a AmerenCIPS, with the exception of the following T & D assets that will be retained by the Company: towers on the Illinois side of the Mississippi River, located at river's edge, carrying electricity across the river; communication related equipment located in Illinois; and various permits, some of which are associated with the retained towers (e.g. river crossing permits, Federal Communications Commission permits, and railroad permits). The Company's Venice, Illinois generating plant and the generator lead lines and related equipment connecting the Venice Plant and the Company's Keokuk, Iowa plant will be retained by the Company. Paragraphs 7 and 8 of the Company's Application provide additional specificity with regard to the assets to be transferred. Included in the assets to be transferred is the 13.8kV switchgear located at the Venice, Illinois plant, and the Commission makes note of the agreement reached between the parties in this case regarding the future operation and maintenance of the switchgear as reflected in Exhibit 60 which is a part of the record in this case.

4. AmerenCIPS is a public utility regulated by the Illinois Commerce Commission. The transfer will occur at net book value, which is estimated to be approximately $138 million at the time of closing. The capital structures of each of AmerenUE and AmerenCIPS will not be materially affected by the transfer and the transfer will have no material effect on AmerenUE's

return on equity. There will be no material effect on the tax revenues for any Missouri political subdivision since none of the assets involved are located in Missouri.

5. The Company's Illinois customers represent approximately 6% of the Company's electric load. Approximately 92% of the Company's current electric load is Missouri retail, with the remaining being wholesale customers. The effect of the transfer is that approximately an additional 6% of the Company's generating fleet will now serve Missouri retail customers. The Company's generating fleet consists primarily of low-cost, base load generation, including a substantial quantity of coal-fired generation as well as nuclear, hydroelectric and gas turbine generation. The net book value of the generation that will become available for Missouri retail customers is approximately $223 million.

6. Upon completion of the transfer, the Company would be subject to state public utility regulation in Missouri only, and will no longer operate as a public utility in the state of Illinois.

7. The Company proposes the transfer for two principal reasons: first, to free-up needed energy and capacity to meet the Company's long-term needs with low cost, base load generation; and second, to simplify the current dual system of state regulation over the Company's business to allow the Company to focus solely on providing service to Missouri. The Company has experienced past difficulties in balancing and implementing the different regulatory regimes in Missouri, a traditional public utility regulation state, and also in Illinois, a retail-choice state. The Company and the Commission will benefit from being freed of the complications and competing considerations these sometimes divergent regulatory regimes create. Public Counsel's general statement of its opinion that the transfer is sought for other

reasons, such as to benefit Ameren Corporation's unregulated businesses, is not supported by the evidence.

8. The Company has both a short and in particular a long term need for substantial quantities of additional energy and capacity. Public Counsel disputes this need, in particular in the short term. The Commission finds that Public Counsel's position is not supported by the evidence and in fact is contradicted by substantial and competent evidence of record. Staff and the Company have presented evidence that the Company has a long term need for energy and capacity. The record reflects that Public Counsel's contrary opinion is based upon incorrect assumptions, as Staff's and the Company's evidence demonstrates. For example, Public Counsel assumes the Company will have long term access to power from Electric Energy, Inc., but the record is contrary to that assumption. In asserting a lack of need for capacity and energy, Public Counsel also made inconsistent assumptions in relation to the proposed transfer to the Company of two Illinois generating facilities, the Pinckneyville and Kinmundy plants, which undermines Public Counsel's position.

9. There are two viable potential options for meeting the Company's long term capacity and energy needs, as follows: completion of the transfer, which will make available approximately 597 MW of capacity and energy formerly used to serve Illinois customers, or buying or building gas-fired combustion turbines. Public Counsel disputes this, and suggests that a request for proposal is necessary before that conclusion can be reached. The Commission disagrees. The record supports the conclusion that a request for proposal, as advocated by Public Counsel, is not well suited for evaluating the Company's long term needs, and may be better suited for assessing short term needs for energy and capacity. Public Counsel's suggestion that a lower percentage planning reserve margin than that used by the Company shows that capacity

and energy is not needed is also unpersuasive. The Company properly and reasonably used a well-established long term planning reserve margin in its analysis to determine its long term need for capacity and energy.

10. The Company's generation-related revenue requirements analysis (sometimes referred to in the record as the "least cost analysis"), additional analyses submitted by the Commission's Staff and the Company relating to the savings associated with transferring the Illinois transmission assets to AmerenCIPS, and other evidence, including evidence relating to the effect of future load growth and evidence relating to the expectation that natural gas prices will likely increase (which would likely increase the cost of using natural gas-fired peaking plants), indicate that the transfer is the least cost way to meet the Company's long term needs for energy and capacity.

11. The concerns with the least cost analysis expressed by Staff and Public Counsel are primarily based upon their view that the Company should have used forecasts, in particular forecasts of potential future costs such as environmental compliance costs. In particular, Staff and Public Counsel suggest that the Company should have factored in future, though presently unknown, capital costs related to the possible future installation of pollution control equipment if certain contingencies occur. The Company disagrees and indicates it used a test year based analysis that assumed the relative difference between the overall costs of the transfer versus the overall costs of using combustion turbines, over the 25-year planning horizon reflected in the analysis, would remain relatively constant. The Company indicates that it took this approach because there is too much speculation and uncertainty and too many variables to forecast or predict other various cost items, in particular costs relating to environmental compliance over a long planning horizon. The Commission agrees. The test year analysis used by the Company is

reasonable and likely to lead to more reliable results. It is reasonable given the many uncertainties inherent in forecasting variables such as future environmental regulations, environmental compliance costs, advances in technology, and the effect of the foregoing on fuel prices and on the price of electricity. Attempting to forecast such variables as opposed to utilizing a test year approach is more speculative under these circumstances. Further, any potential reduction in the benefits shown by the least cost analysis arising from other concerns expressed by Staff and Public Counsel, such as with certain alleged inconsistencies in the least cost analysis, are in any case offset by other evidence of the overall benefits that would arise from the transfer.

12. Public Counsel in particular asserted other flaws in the Company's least cost analysis. The Commission finds them unpersuasive, based upon the record. The weight of the evidence supports the assumed price per kilowatt for new generation used by the Company in its least cost analysis. The cost used by the Company is the weighted average cost of the two most recent combustion turbines sought to be acquired by the Company (the Pinckneyville and Kinmundy plants), a cost found by the FERC administrative law Judge who is handling the FERC proceedings regarding the Pinckneyville and Kinmundy acquisitions, by Staff, and by the Company's witnesses to be fair and reasonable for the types of combustion turbines needed by the Company.

13. Public Counsel and, to a lesser extent, Staff, raised issues relating to whether the Company was in compliance with the Commission's Order in Case No. EO-98-413 with respect to the Company's management of its SO_2 allowance bank. SO_2 allowances are government issued allowances that permit the emission of one ton of SO_2 for each allowance held. A source that emits $_{SO2}$ can use allowances to emit $_{SO2}$ up to quantities equal to the number of allowances

held, in lieu of installing pollution control equipment. The evidence does not establish a violation of the Commission's Order, and the Company's sworn testimony is that it is in compliance with the Commission's Order. The future balance of SO_2 allowances the Company may have are affected by future environmental compliance needs and available technology, among other considerations. The related costs are, therefore, speculative in any event. Public Counsel also asserts that the assumed revenues from SO_2 allowance sales in the Company's least cost analysis is a flaw in the analysis. The weight of the evidence indicates that the overall benefits of the transfer would outweigh the effects of any such flaw, if the flaw exists, a contention that in any event depends on several unknown and speculative future events.

14. Staff, supported by Public Counsel, requests that the Commission require the Company to "hold harmless" ratepayers from the potential of increased transmission-related charges arising from a transfer of the Illinois transmission assets. Such a condition is unnecessary. The evidence is clear that the transfer will not change the way in which transmission service is provided for the Company in that the transmission system will continue to be operated as part of the single Ameren control area. The evidence is uncontroverted that the Company intends to continue to operate as one control area. It is undisputed that the combined AmerenUE/AmerenCIPS transmission systems are both under the functional control of the Midwest Independent System Operator, Inc. ("MISO"). The Commission will not speculate about future events that might change those facts, which the evidence indicates are not probable.

15. The Company owns 40% of the outstanding shares of EE Inc. An affiliate of the Company owns 20% of the outstanding shares of EE Inc., and an affiliate of the Company may acquire an additional 20% of the outstanding shares if Ameren Corporation's proposed acquisition of Illinois Power Company is consummated. The Company's investment in EE Inc.

is "below the line," that is, it is not included in the Company's Missouri cost of service. EE Inc. is an Illinois corporation that owns generating plants in Illinois. The Company does not own any EE Inc. assets. The Company obtains power from EE Inc. under a purchased power contract, just as it does from other merchant sellers of power. The purchased power costs of power from EE Inc. have been considered in setting the Company's rates. Therefore, issues or considerations related to EE Inc. have no bearing on the transfer

16. The transfer will, at a minimum, have no negative effect on the Company's ability to provide public utility service to its remaining customers, all of whom will be located in Missouri. The use of proven, base load generation connected to proven transmission assets enhances the Company's ability to provide safe and adequate service, and is consistent with the Commission's approval of the settlement in Case No. EC-2002-1. Staff and Public Counsel offered no specific, credible, or supported evidence to the contrary.

17. The Company's electric rates are frozen until at least June 30, 2006, as a result of the Commission's Order Approving Stipulation and Agreement in Case No. EC-2002-1. The Company's natural gas rates are frozen until at least June 30, 2006, as a result of the Commission's Order Approving Stipulation and Agreement in Case No. GR-2003-0517.

18. None of the electric T & D assets to be transferred have been used, directly or indirectly, in providing public utility service in Missouri. For ratemaking purposes, Missouri's allocated share of the entire AmerenUE electric transmission system, including transmission assets located in Illinois, have been taken into account in setting Missouri rates, as have a portion of the transmission system operating and maintenance costs.

19. None of the natural gas assets to be transferred have been utilized, directly or indirectly, in providing public utility service in Missouri. The record reflects that there will be

no effect on public utility service in Missouri as a result of the transfer of these natural gas assets. Staff has raised issues about possible financial detriments arising from a transfer of the natural gas assets, but the record reflects these possible detriments are unlikely and in any event are very small in magnitude. None of the natural gas assets have ever been a part of the Company's Missouri rate base and thus there is therefore no reason to conduct a natural gas-related revenue requirement analysis, as was suggested by Staff.

20. With the exception of findings relating to funding of the Company's qualified nuclear decommissioning trust fund detailed in ¶¶ (g) to (k) on page 11 of the Company's Application, the Company is not seeking ratemaking approval of the transfer.

21. The Joint Dispatch Agreement is an agreement between the Company, AmerenCIPS, and Ameren Energy Generating Company ("AEG") and is designed to promote the economic dispatch of the generating plants of each of the Company and AEG, first to serve each company's respective native load, and then to provide energy to each other, as needed, and to provide other reciprocal benefits.

22. Staff proposes that the Commission condition approval of the transfer on two amendments to the JDA, as follows: first, an amendment that would change the current sharing of profits from interchange (off-system) power sales from sharing based upon each of the Company's and AEG's load, to sharing of such profits based on the generating output of each of the Company's and AEG's power plants; and second, an amendment that would change the current pricing of energy transfers between the Company and AEG from pricing at incremental cost to pricing based upon a "market" price. Both of these amendments were advocated by testimony of Staff in Case No. EC-2002-1, which was settled, a settlement approved by this

Commission by Order dated July 25, 2002. That settlement resulted in a substantial rate reduction of the Company's rates and implemented a rate moratorium.

23. The Company does not believe the JDA should be amended in connection with this case and asserts that it has met its burden to show that the transfer is not detrimental to the public interest without any amendment to the JDA.

24. The Company further indicates, however, that if the Commission finds it necessary, the Company is willing to use its best efforts to complete the first amendment requested by Staff relating to the sharing of profits from interchange sales, subject to other required regulatory approvals. The Company indicates that the other parties to the JDA, AmerenCIPS and AEG are willing to make such an amendment. The Company expects to receive the required regulatory approvals. The Company will not amend the JDA in this fashion without approval of the transfer.

25. If the JDA is amended relating to sharing of profits from interchange sales, the annual benefit from the amendment is expected to be at least $7 million annually, and is more likely expected to be approximately $24 million per year based upon current expectations for future electricity prices.

26. The Commission finds that amendments related to the JDA should not be addressed in this case. The detriments Staff allege relating to the JDA are related solely to possible ratemaking impacts resulting from the current terms of the JDA. The transfer does not amend or modify those terms. Staff, Public Counsel and the Company will have opportunities in future ratemakings regarding the Company's electric rates to address JDA issues. The JDA issues Staff raises in this case were also raised in Case No. EC-2002-1, and all issues in that case were settled, with the Company agreeing to a substantial rate reduction and a moratorium on rate

increases, and Staff and Public Counsel agreeing to a moratorium on rate decreases. Conditioning the transfer on amending the JDA in this case would be inconsistent with that settlement. The actual operation of the JDA post-transfer, as well as operation of the JDA in the MISO Day 2 Market environments may provide better and more complete information on the rate impacts of the JDA when an actual ratemaking proceeding takes place, an impact that is too speculative to address in this case.

27. Staff expresses concerns about the possible ratemaking impact of costs associated with the additional 6% of generation that will become available to serve Missouri load as a result of the transfer. Some of these costs or liabilities shown on the Company's balance sheet have already been expensed and would therefore not have a future ratemaking effect. Other liabilities are for the most part contingent, long term liabilities that are presently unknown and unquantified. Others are not costs, but rather, are future capital expenditures that would be made at power plants to allow the plants to continue to provide power for Missouri customers.

28. The Company has requested that it be allowed to continue funding the Callaway nuclear power plant decommissioning trust fund at the total annual level of $6,214,184 after the transfer, which is the amount currently being collected from and contributed on behalf of Missouri retail ratepayers. This would mean that the Company would not contribute, between now and its next-scheduled decommissioning trust fund review required by law (scheduled for September 2005), the $272,554 annual contribution formerly collected from Illinois ratepayers and contributed to the Illinois jurisdictional sub-account of the decommissioning trust fund. The Staff opposes this request. The Company also requests that the funds currently held in the Illinois-jurisdictional sub-account of the decommissioning trust fund and the future responsibility to decommission the Callaway plant, all associated with the approximately 6% of the additional

Callaway plant generation that will become available to Missouri retail customers after the transfer, be reallocated to the Missouri retail customers. The Staff supports these requests. The Company submitted analyses indicating that the decommissioning trust fund will remain adequately funded with contributions at the $6,214,184 level per year. The Staff submitted no contrary analyses. The Commission finds the Company's position to be reasonable. Funding levels can be reset when the next decommissioning trust fund review occurs.

29. The Commission has affiliate transaction rules applicable to the Company. 4 CSR 240-20.015 (electric utilities) and 4 CSR 240-40.015 (gas utilities). The Company has asked the Commission to approve its request to transfer the Illinois T & D Assets under Section 393.190.1, RSMo. Staff and Public Counsel assert that the affiliate transaction rules apply to the proposed transfer. The Company disagrees, and notes that it does not intend and has not attempted to transfer the Illinois T & D Assets to any party other than its sister company. The Company also notes that the transfer presents no issues of subsidizing any non-utility operations, given that AmerenCIPS is a public utility and because both the Company's and AmerenCIPS's capital structures will remain essentially unchanged as a result of the transfer. The evidence further indicates that AmerenUE's return on equity will be unaffected by the transfer.

30. Staff asks the Commission, if the transfer is approved, to impose conditions on the transfer granting Staff additional access to books and records of the Company and its affiliates beyond the access provided by current statute and regulations. The Commission finds that the affiliate transaction rules (apart from whether they "apply" to the proposed transfer) contain detailed recordkeeping and record access provisions that apply in general to the Company, including provisions allowing access to the records of the Company's affiliates, under the circumstances prescribed by the rules. Neither the evidence, nor the law, support any

justification related to the transfer for imposing Staff's requested condition relating to additional access to books and records.

Conclusions of Law

1. The Company is a public utility subject to the jurisdiction of this Commission. § 386.010(15), (18); 386.010(42), RSMo.

2. The Commission has jurisdiction under Section 393.190.1, RSMo., to approve transfers of a utility's franchise, works, or system necessary or useful in the performance of its duties to the public. The principal issue before the Commission in cases arising under Section 393.190.1 is to determine, based upon substantial and competent evidence contained in the record as a whole, whether the proposed transfer is detrimental to the public interest. State ex rel. City of St. Louis v. Pub. Serv. Comm'n, 73 S.W.2d 393, 400 (Mo. banc 1934); State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980). "The obvious purpose of this provision [§ 393.190.1] is to ensure the continuation of adequate service to the public served by the utility." Fee Fee Trunk Sewer, 596 S.W.2d at 468.

3. The initial burden of proof is on the Company, as the applicant, to show that the proposed transfer is not detrimental to the public interest. 4 CSR 240-3.110(1)(D). The Company is not required to demonstrate an affirmative benefit; rather, it must merely show a lack of detriment. In re Sho-Me Power Corporation, Case No. EO-93-259 (Report and Order, issued September 17, 1993, 1993 Mo. PSC LEXIS 48). The Commission has held applicable case law requires that those who assert the existence of detriments must establish them by presenting compelling evidence that a direct and present detriment is likely to occur. In re Kansas City Power and Light Company, Case No. EM-2001-464 (Order Approving Stipulation and Agreement and Closing Case, issued August 2, 2001, 2001 Mo. PSC LEXIS 1657), citing

State ex rel. City of St. Louis, 73 S.W.2d at 400. This Commission has also recognized it "must be mindful that the right to transfer or encumber property is an important incident of the ownership thereof and that a property owner should be allowed to do such things unless it would be detrimental to the public." Id. The Commission is unwilling to deny a public utility this important incident of the ownership of its property absent compelling evidence of record showing a public detriment is likely to occur. Id. See also, State ex rel. Gen'l Tele. Co. of the Midwest v. Pub. Serv. Comm'n, 537 S.W.2d 655, 660 (Mo. App. K.C. 1976) (the state is "not the owner of the property of public utility companies, and is not clothed with the general power of management incident to ownership"). While the Commission should consider necessary and essential issues in deciding cases arising under Section 393.190, the Commission is unable to speculate about future asset transfer related ratemaking impacts under the statute. AG Processing, Inc. v. Pub. Serv. Comm'n, 120 S.W.3d 732, 736 (Mo. banc 1003).

4. The Commission, having considered the verified Application herein and all of the evidence filed and presented herein, hereby finds and concludes (a) that the Company has sustained its burden to establish that the transfer of the Illinois T & D Assets is not detrimental to the public interest; (b) that there is insufficient evidence of record of the public detriments asserted by others sufficient to rebut the Company's prima facie case or to otherwise prevent the Company from meeting its burden to show that the transfer is not detrimental to the public; (c) that there is no need to determine whether or not the Commission's affiliate transaction rules apply to the proposed transfer insofar as the Commission concludes that a waiver would be appropriate in this case given that the proposed transfer is not detrimental to the public interest, rendering the applicability or non-applicability of the affiliate transaction rules moot; and (d) that the continuation of funding of the Missouri jurisdictional sub-account of the Callaway plant's

nuclear decommissioning trust fund at the current annual level of $6,214,814 until further order of the Commission pursuant to future triennial reviews of the funding level in accordance with Section 393.292, RSMo., is reasonable and proper.

IT IS THEREFORE ORDERED:

1. That the proposed transfer of the Illinois T & D Assets described herein, pursuant to the form of the Asset Transfer Agreement attached to the Company's Application, is hereby approved, and the Company is hereby authorized to sell, transfer and assign to AmerenCIPS the assets and liabilities more particularly described in said Asset Transfer Agreement, and may enter into, execute, and perform in accordance with the terms of all other documents reasonably necessary and incidental to the performance of the transactions which are the subject of said Asset Transfer Agreement;
2. That the portion of the Callaway Nuclear Power Plant decommissioning cost, previously allocated to Illinois ratepayers, is reallocated to Missouri ratepayers, and the portion of the funds currently in the Illinois jurisdictional sub-account of the nuclear decommissioning trust fund is reallocated to the Missouri jurisdictional sub-account, all of the foregoing reallocations to be done using the latest available 12-Month Coincident Peak Demand Allocation Factors, adjusted for the elimination of the Illinois demands;
3. That the Company may, subject to adjustment pursuant to the result of further triennial reviews pursuant to Section 393.292, continue to fund the Missouri jurisdictional sub-account of the nuclear decommissioning trust fund at the current Missouri retail jurisdictional level of $6,214,184 annually;
4. That nothing in this Order shall be considered a finding by the Commission of the value for ratemaking purposes of the properties, transactions and expenditures herein involved. The Commission reserves the right to consider any ratemaking treatment to be afforded the properties, transactions, and expenditures herein involved in a later proceeding; and
5. That this Order shall be effective _____.

WHEREFORE, the Company respectfully submits the forgoing Suggested Findings of Fact, Conclusions of Law, and Ordered Paragraphs.

Dated: June 9, 2004.

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Attorneys for Union Electric Company

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was served on the following parties of record by United States mail, postage pre-paid this 9th day of June, 2004, at the addresses set forth below:

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