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March 25, 2002

FILED

MAR 25 2002

Mr. Dale Hardy Roberts
Chief Regulatory Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

Missouri Public
Service Commission

EO-2002-458

Re: Joint Application of Union Electric Company and
Callaway Electric Cooperative for change of electric supplier

Dear Judge Roberts:

Enclosed for filing please find original and 8 copies of Joint Application of Union Electric Company and Callaway Electric Cooperative for change of electric supplier.

Certain information that will be filed in this proceeding will be classified as "highly confidential" or "confidential". Enclosed herewith please find original and 8 copies of Motion for Protective Order.

We have furnished copies of the above to John Coffman, Office of Public Counsel; Jim Ketter of the PSC; and William Bobnar of UE.

Thank you for your attention.

Sincerely,


Victor S. Scott

VSS:om

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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

MAR 25 2002

In the matter of the Joint Application of Union Electric)
Company and Callaway Electric Cooperative for an order)
approving the change in electric supplier for certain customers)
for reasons in the public interest; authorizing the sale, transfer,)
and assignment of certain electric distribution facilities and)
easements from Union Electric Company to Callaway Electric)
Cooperative; and approving the Territorial Agreement between)
Union Electric Company and Callaway Electric Cooperative in)
Audrain, Boone, Callaway, Montgomery, and Warren Counties)

Missouri Public
Service Commission

Case No. EO-2002-458

MOTION FOR PROTECTIVE ORDER

COMES NOW, Union Electric Company d/b/a AmerenUE ("AmerenUE"), by and through its counsel, and hereby moves pursuant to 4 CSR 240-2.085 that the Missouri Public Service Commission ("Commission") issue its standard protective order in this proceeding on the following grounds:

1. Concurrently, with the filing of this Motion, AmerenUE and Callaway Electric Cooperative ("Callaway") filed a Joint Application requesting that the Commission, among other things, issue an order: approving a change in the electric supplier for approximately 800 structures in Audrain, Boone, Callaway, Montgomery and Warren Counties from AmerenUE to Callaway pursuant to Section 393.106, RSMo. 2000; approving a change in the electric supplier for approximately 600 structures in Audrain, Boone, Callaway, Montgomery and Warren Counties from Callaway to AmerenUE pursuant to Section 394.315, RSMo. 2000, and authorizing the sale, transfer, and assignment of certain electric distribution facilities, easements, and other rights in accordance with a Contract for Purchase and Sale of Distribution Facilities dated October 9, 2001 (the "Contract") pursuant to Section 393.190, RSMo. 2000.

2. AmerenUE anticipates filing direct testimony in this case that contains information that would be classified as either "Highly Confidential" or "Confidential" in accordance with the

Commission's standard protective order because said testimony contains the monetary consideration paid to AmerenUE to transfer its electrical distribution facilities to Callaway in accordance with the Contract. It is highly likely that AmerenUE will negotiate with other rural electric cooperatives either to purchase or sell distribution facilities. Having the amount of monetary consideration paid by Callaway to AmerenUE available to other rural electric cooperatives could significantly impact AmerenUE's ability to negotiate a favorable price. This information cannot be found in any other public document.

3. AmerenUE also anticipates that it may be asked to provide additional "Highly Confidential" or "Proprietary" information in this proceeding.

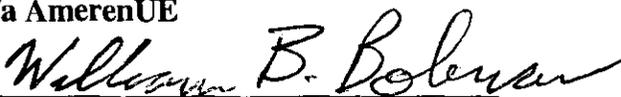
4. The Commission has recognized, in numerous cases, that there is a genuine need to protect certain confidential or proprietary information from disclosure.

WHEREFORE, AmerenUE respectfully requests that the Commission issue its standard protective order in this case.

Respectfully submitted,

UNION ELECTRIC COMPANY
d//b/a AmerenUE

By



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Dated at St. Louis, Missouri, this 22nd day of March, 2002.