

In the Matter of the Tariff Filings of Union)
Electric Company d/b/a Ameren Missouri, to) Case No. ER-2012-0166
Increase Its Revenues for Retail Electric Service.)

COMES NOW Union Electric Company d/b/a Ameren Missouri (“Company” or “Ameren Missouri”) and hereby moves for an order from the Commission striking a portion of the surrebuttal testimony of Staff witness David Murray, and moves for expedited treatment of its motion. In support thereof the Company states as follows:

MOTION TO STRIKE

1. On February 6, 2012, (only three days after this rate case was filed) Staff submitted a data request to Ameren Missouri (Data Request No. 7) seeking copies of Ameren Missouri and Ameren Corporation Board of Director minutes, Board of Director committee meeting minutes, all related reports, documents and all accompanying materials or handouts. In response to that data request, the Company submitted a partial objection, objecting to the data request to the extent that it sought information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren Missouri and its affiliates, or goods and services exchanged between Ameren Missouri and its affiliates, on the grounds that the data request was, in this regard, overbroad, burdensome and irrelevant to this proceeding. Ameren Missouri made all of the other requested documents, which consisted of several boxes of materials, available to Staff to review at the Company's

offices. A copy of Staff Data Request No. 7, the Company's response, and the Company's objection are attached hereto as Attachment A.

2. In spite of having every opportunity to do so, the Staff did not challenge the Company's partial objection to this data request, either by initiating informal discussions with opposing counsel, or participating in a telephone conference with the Regulatory Law Judge as contemplated by 4 CSR 240-2.090(8). Nor did the Staff file a motion to compel production of the documents that the Company objected to providing. Nor did the Staff raise any issue about the Company's objection at any of the regularly scheduled discovery conferences that the Commission held for the purpose of addressing discovery issues in this case.

3. Instead, the Staff waited over six months to further pursue discovery of these documents, and then sought discovery by issuing a subpoena to Ameren Corporation just last week. Ameren Missouri has filed a Motion to Quash that subpoena, and its reasons for opposing the issuance of the subpoena are set forth in that pleading.¹

4. In the Staff's Report on the Revenue Requirement/Cost of Service filed in this case on July 6, 2012, and in Staff's Rebuttal Testimony filed on August 14, 2012 Staff proposed no adjustments to the Company's actual cost of debt. Moreover, Ameren Missouri took the deposition of Mr. Murray (the Staff rate of return witness in this proceeding) on August 29, 2012, and even at that late date, Mr. Murray testified that Staff had no issues with the Company's cost of debt. Specifically, Mr. Murray testified as follows:

¹ The Staff also sought to depose the undersigned counsel's paralegal, Mary Hoyt, about these documents, an attempt that the Commission has denied, concluding that the proposed deposition was "pointless and could only serve to harass the company and the witness." *Protective Order Quashing the Deposition of Mary Hoyt*, issued September 11, 2012.

Q. And I guess to start with, I'd like to verify, my understanding is that Staff in this case, Case No. ER-2012-0166, doesn't have any issues with the company's capital structure, cost of debt or cost of deferred [sic] stock; is that correct?

A. Yes.

Q. So our issue as far as you're concerned is purely related to the cost of equity; is that correct?

A. In terms of rate of return, yes.

Q. Yeah. There's other issues that you're not testifying on, but as far as the ones that you're testifying on, it's basically return on equity that's at issue?

A. Yes.

(Deposition of David Murray, August 29, 2012, p. 7, l. 10-23.)

5. Just nine days after that deposition, on September 7, 2012, Mr. Murray filed surrebuttal testimony in which he proposed for the first time to adjust Ameren Missouri's actual cost of debt by 76 basis points if he is not given access to the documents related to Ameren Missouri's affiliates that Staff has sought to subpoena at the 11th hour, on the grounds that Ameren Missouri's cost of debt "may be higher" due to its affiliation with other companies. This proposed adjustment would reduce Ameren Missouri's revenue requirement by something on the order of \$19-20 million.

6. Mr. Murray's introduction of a significant new adjustment to the Company's cost of service mentioned for the first time in surrebuttal testimony, which he testified under oath nine days ago was not an issue, and which is based on rank speculation, is completely inappropriate and contrary to the Commission's procedural rules and must be stricken. 4 CSR 240-2.130(7)(A) provides: "Direct testimony shall include all testimony and exhibits asserting and explaining that party's entire case-in-chief." If Mr. Murray wanted to propose a \$20 million adjustment to Ameren Missouri's actual cost of debt it was incumbent upon him to devise that adjustment and present it as part of the Staff's direct case. As the Company has discussed in

other pleadings filed in this case, Staff could have, and should have availed itself of the many opportunities it had to challenge the Company's objection to providing the documents about its affiliates, under the Commission's normal discovery procedures. But even if Staff chose not to pursue discovery of these documents, Mr. Murray still could have and should have proposed his \$20 million adjustment in direct testimony. Nothing has changed with regard to Ameren Missouri's relationship with its affiliates in the intervening months; if a significant adjustment to the Company's actual cost of debt was warranted (and it is not), it would have been just as warranted when Staff filed its Revenue Requirement/Cost of Service Report back in July.

7. Staff should not be allowed to "sandbag" its positions by withholding them until surrebuttal testimony, when the Company's ability to conduct discovery and respond to those positions is significantly compromised. Mr. Murray's surrebuttal testimony on this subject, which begins on p. 24, line 16 and continues to p. 26, line 15, should be stricken.

MOTION FOR EXPEDITED TREATMENT

8. Ameren Missouri asks that the Commission rule on this Motion on an expedited basis, by Monday, September 17. The harm that will be avoided includes the impact on the Company's (and other parties') ability to compile an issues list and prepare position statements for the case, to complete discovery, and to properly prepare for hearing. Moreover, if this Motion is denied, the Company will need to seek additional authorization to allow it to in some way respond to Mr. Murray's latest proposal. Granting the Company's motion to strike will also avoid the harm inherent in sanctioning parties' failure to properly support and explain their cases-in-chief if the motion to strike were not granted.

9. The surrebuttal testimony at issue was not filed until late in the day on Friday, September 7, 2012. These motions are being filed just two business days later, which was as soon as this pleading could reasonably have been prepared.

WHEREFORE, the Company prays that the Commission make and enter its order granting the Company's motion to strike the above-cited portion of the surrebuttal testimony of Staff witness David Murray by September 17, 2012, and for such other and further relief as is just and proper under the circumstances.

Respectfully submitted,

/s/ Thomas M. Byrne
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Dated: September 11, 2012

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing document was served on all parties of record via electronic mail (e-mail) on this 11th day of September, 2012.

/s/Thomas M. Byrne
Thomas M. Byrne

Ameren Missouri
Response to MPSC Data Request
MPSC Case No. ER-2012-0166
In the Matter of Union Electric Company d/b/a Ameren Missouri's Tariffs to Increase Its Revenues for
Electric Service

Data Request No.: MPSC 0007 - Lisa Ferguson

1. Please provide all copies of or make available for review all Ameren and Ameren Missouri Board of Director's meeting minutes, Board of Director Committee meeting minutes, all related reports, documents and all accompanying materials or handouts presented or distributed (whether electronic presentations or materials in hardcopy format) during the period covering October 1, 2010 updated through July 31, 2012 .
2. Please provide all copies of or make available for review all Ameren and Ameren Missouri Senior and Upper Management meeting minutes, Senior and Upper Management Committee meeting minutes, all related reports, documents and all accompanying materials or handouts presented or distributed (whether electronic presentations or materials in hardcopy format) during the period covering October 1, 2010 updated through July 31, 2012.

RESPONSE

Prepared By: Gerald L. Waters; Lou Brislane; Marlene Wade
Title: Assistant Secretary; Assistant Secretary; Executive Secretary
Date: February 29, 2012

HIGHLY CONFIDENTIAL

Subject to the Company's objections:

Copies of the requested Board of Directors' meeting minutes, including related reports and handouts, for the period October 1, 2010 through July 31, 2012 (when available) are available for inspection in Ameren Corporation's Secretary's Department.

Board of Director Committee Meeting minutes and related information will be made available for review by contacting Mary Hoyt at 314-554-3611 or mhoyt@ameren.com.

Copies of the requested Executive Leadership Team material will be available for review on site at Ameren.

SMITH LEWIS, LLP

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February 16, 2012

Mr. Kevin Thompson
Chief Staff Counsel
Mr. Steven Dottheim
Chief Deputy Staff Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Via E-mail

Case No. ER-2012-0166 - Staff Data Request Nos. 1 to 129 (First Set)

Dear Kevin and Steve:

This letter contains Ameren Missouri's objections or partial objections to some of Staff Data Requests (DR) Numbers 1-129, and notification of the need for an extension of time to respond to 17 DRs. You will note that while the Company is lodging objections to 16 of these 129 DRs, the Company has noted that it will nevertheless provide responsive, non-objectionable information on most of them. Also, as noted below, for most of the DRs for which objection was made, the Company will be providing the same (but updated) information as was agreed to between the Company and the Staff in resolving objections to the identical or nearly identical DRs propounded by the Staff in some or all of the Company's last four rate cases.

The Company also needs one additional week (to March 5, 2012) to respond to DR No. 41 and two additional weeks (to March 12, 2012) to respond to DR Nos. 28, 32, 33, 49, 50, 55, 57, 60, 63, 64, 65, 67, 68, 69, 70, and 71.

I would also like to confirm our belief that as was done in the last few prior rate cases, the Staff will serve its DRs on the Company using EFIS, and that the DRs will be deemed served when the Company receives the DR via e-mail through the EFIS system. The Company intends to continue to submit its DR responses via EFIS as well. As before, objections will be served on you, as attorneys for the Staff. We would also request that all communications regarding DRs be sent to me, Tom Byrne, Wendy Tatro, and Mary Hoyt.

DR No. 5: The Company objects because this DR is overbroad, unduly burdensome, vague, not relevant and not reasonably likely to lead to the discovery of admissible evidence. Subject to the foregoing objection, please ask the Staff's lead auditor to contact the Company's Manager of Regulatory Accounting to discuss with greater specificity what information the Staff seeks.

Given the size of the Company and the scope of its electric operations, the DR, as drafted, provides insufficient information.

DR No. 7: The Company objects to this data request to the extent the same seeks documents protected from discovery by the attorney-client or work product privileges, and further objects because it is overbroad to the extent it seeks information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to Ameren Missouri itself or relating to transactions occurring between Ameren Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, to that extent it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to said objection, access will be provided, as was done in prior cases, to the extent the requested materials relate to Ameren Missouri/transactions involving Ameren Missouri and its affiliates, and to the extent the requested materials are not privileged.

DR No. 10: The Company objects because this DR is unduly burdensome and it is overbroad to the extent it seeks information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to the foregoing objection and as was done in prior cases, Ameren Missouri will provide the requested list so that Staff can request any specific audit Staff wishes to review, but reserves its right to object to the production of any particular audit.

DR No. 12: If and to the extent subpart 2 of this DR seeks materials not provided to Ameren Missouri or Ameren Services employees, the Company objects to part 2 on the grounds that it is overbroad in seeking information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

DR No. 15: The Company objects to this DR because it is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence and is unduly burdensome and overbroad, particularly given that such information is available to Staff from the ICC. The Company refers the Staff to the ICC's website for information responsive to this DR.

DR No. 17: The Company objects to this DR because the term "significant" is vague. Subject to the foregoing objection, the Company will provide a response similar to responses to this question provided in previous cases.

DR No. 18: The Company objects because this DR is unduly burdensome and it is overbroad to the extent it seeks information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren

Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to the foregoing objection, if there are existing studies or analysis showing an impact on Ameren Missouri's electric operations or costs in the next 12 months arising from an acquisition by Ameren such study will be provided, and if as a result of a possible acquisition a cost has been incurred by Ameren Missouri in the 12 month period ending September 31, 2011, it will be identified.

DR No. 20: The Company objects to subpart 4 of this DR as being overbroad to the extent it seeks information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to the foregoing objection, there are no costs relating to Ameren Transmission Company charged to Ameren Missouri during the test year.

DR No. 24: The Company objects to this DR because it is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence; and is overbroad and unduly burdensome; and it also improperly seeks to require Ameren Missouri to engage in research, to compile data, and to perform analyses rather than seeking the discovery of facts and are thus beyond the proper scope of discovery. Subject to the foregoing objection, the Company will provide the financial statement return on equity from information contained in publicly available Ameren Corporation 10-K filings made annually with the United States Securities and Exchange Commission, and will provide the calculation of its regulatory return on equity, which it has determined and calculated starting in 2001.

DR No. 25: The Company objects because this DR is overbroad to the extent it seeks information relating to the business, affairs, or operations of affiliates of Ameren Missouri, other than information relating to transactions occurring between Ameren Missouri and its affiliates or goods or services exchanged between Ameren Missouri and its affiliates and, consequently, it is also irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to the foregoing objection, the requested information for Ameren Missouri will be provided.

DR No. 29: The Company objects to this DR because it is not relevant, not reasonably calculated to lead to the discovery of admissible evidence, and is overbroad. Subject to the foregoing objection, the Company will respond to part 1 and will respond to parts 2 and 3 for 2012.

DR No. 34: The Company objects to this DR because it is irrelevant and does not seek information reasonably calculated to lead to the discovery of admissible evidence. The information sought relates to below-the-line expenses that do not affect the Company's rate base or revenue requirement. Subject to the foregoing objection, the Company will provide a printout

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Mr. Steve Dottheim
February 15, 2012
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of payees and amounts in the appropriate FERC account or subaccount for Staff's review, as was done in prior cases.

DR No. 35: The Company objects to this DR to the extent it seeks legal memoranda or attorney-client communications which are privileged under the attorney-client or work product privileges. Subject to the foregoing objection, responsive, non-privileged memoranda and correspondence will be provided.

DR No. 39: The Company objects to this DR because it is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence; it is vague, overbroad, unduly burdensome, and oppressive in that it fails to specify in any way the type of consultant for which information is sought and would require the Company to identify and compile data on literally hundreds of consultants who provide services for or on behalf of the Company at any given time; it improperly seeks to require AmerenUE to engage in research, to compile data, to perform analyses, and to express opinions rather than seeking the discovery of facts and is thus beyond the proper scope of discovery and is unduly burdensome and oppressive; and this DR may request information protected by the work product privilege relating to consultants engaged in anticipation of litigating this rate case who are not testifying experts. Subject to the foregoing objection, as was done in prior cases, the Company will provide a printout from the FERC account where the outside services consultant's costs are recorded for the period requested, which will include a list of payees and amounts.

DR No. 40: The Company objects to this DR because it is irrelevant and does not seek information reasonably calculated to lead to the discovery of admissible evidence. The information sought relates to below-the-line expenses that do not affect the Company's rate base or revenue requirement in this case. Subject to the foregoing, a response will be provided.

DR No. 111: The Company objects to this data request because it is not relevant to the establishment of the revenue requirement in this case or any tariff or any ratemaking or accounting mechanism requested by the Company in this case, it is not reasonably calculated to lead to the discovery of admissible evidence in this case, it is also overbroad, unduly burdensome, oppressive, and may also require the compilation of data and information rather than seeking the discovery of existing data, documents or facts. As an illustration of the overbreadth, unduly burdensomeness, and oppressive nature of the request, the Company notes that it consists of at least 13 different questions, which seek information about a myriad of waste disposal facilities, at least four coal byproducts (asking at least 6 separate questions about each of those 4+ byproducts), and moreover seeks information about a myriad of waste disposal facilities not just at the Labadie Plant, but at all four of the Company's coal-fired plants.

Sincerely,

/s/ James B. Lowery
James B. Lowery

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Cc: Tom Byrne, Wendy Tatro, Mary Hoyt, Julie Donohue, Cheryl Lobb, Gary Weiss