

BEFORE THE PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

Application of Union Electric)
Company, d/b/a AmerenUE for Approval of)
Changes to its Tax Qualified Nuclear)
Decommissioning Trust Agreement and) Case No. _____
Investment Guidelines and notification of)
Change in Trust Fund's Equity Investment)
Manager)

APPLICATION

COMES NOW Union Electric Company, d/b/a AmerenUE ("UE" or "Company"), pursuant to Rules 4 CSR 240-2.060 and 4 CSR 240-20.070(4)(A), requesting Missouri Public Service Commission (hereinafter "Commission") approval of a "Third Amended and Restated Tax Qualified Nuclear Decommissioning Trust Agreement" (hereinafter "Trust Agreement"), approval of changes to the "Investment Guidelines for the Callaway Plant Tax Qualified and Non-Tax Qualified Decommissioning Trust Funds," (hereinafter "Investment Guidelines") and to notify the Commission of a change to the Tax Qualified Nuclear Decommissioning Trust Fund equity investment manager due to mergers in the banking industry. In support of this Application, Company states the following:

1. Company is a Missouri corporation doing business under the fictitious name of AmerenUE, in good standing in all respects, with its principal office and place of business located at 1901 Chouteau Avenue, St. Louis, Missouri 63103. Company is engaged in providing electric and gas services in portions of Missouri as a public utility under the jurisdiction of the Commission. Company is also engaged in providing electric and gas service in portions of Illinois. There is already on file with the Commission a certified copy of Company's Articles of Incorporation and Certificate of Corporate Good Standing (see MPSC Case No. EF-2003-0514),

and Company's Fictitious Name Registration as filed with the Missouri Secretary of State's Office (See MPSC Case No. GO-98-486), and said documents are incorporated herein by reference and made a part hereof for all purposes. To the best of AmerenUE's knowledge, it has no pending actions or final, unsatisfied judgments or decisions against it from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. In addition, AmerenUE has no annual report or assessment fees that are overdue.

2. Communications with regard to this Application should be addressed to:

David B. Hennen
Associate General Counsel
Ameren Services Company
1901 Chouteau Avenue
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3. Authority for seeking Commission approval of the requests contained herein can be found in Rule 4 CSR 240 20.070(4)(A), which states, in part:

(A) . . . Any change in the trust agreement, trustee or investment manager shall also be submitted to the commission for approval;

BACKGROUND

4. On October 13, 2000, the Company filed an application with the Commission in Docket No. EO-2001-245 seeking, *inter alia*, approval of various changes to the Second Amended and Restated Tax Qualified Decommissioning Trust Agreement (hereinafter "2nd Amended Trust

Agreement”), approval of various changes to the Investment Guidelines, and approval of a new trustee of the trust fund. On December 14, 2000, the Commission issued its order in Docket No. EO-2001-245, and approved the requested change in trustee. However, the Commission did not unconditionally approve all of the requested changes to the 2nd Amended Trust Agreement and the Investment Guidelines.

4. Simultaneous to the filing made by the Company with the Commission in Docket No. EO-2001-245, the Company also requested, in accordance with Illinois law, similar approvals of the requested changes to the 2nd Amended Trust Agreement, the Investment Guidelines and a change in trustee of the trust fund from the Illinois Commerce Commission (“ICC”). On December 6, 2000, the ICC unconditionally approved all of the changes requested by the Company.

5. To implement the change in trustee, the changes to the 2nd Amended Trust Agreement, and the changes to the Investment Guidelines, however, the Company needed approvals from the Missouri Commission and the ICC, which the Company did not receive. As a result, the Company could not implement the changes to the 2nd Amended Trust Agreement and it could not implement all of the changes to the Investment Guidelines. Since both jurisdictions approved the change in trustee, the Company was able to make that change by assigning the 2nd Amended Trust Agreement to the new trustee – The Bank of New York (hereinafter “BNY”). Because some of the changes to the 2nd Amended Trust Agreement were sought at the request of BNY, BNY agreed to accept assignment of the 2nd Amended Trust Agreement provided the Company was willing to pursue the changes to the 2nd Amended Trust Agreement at a later date.

PURPOSE OF THIS FILING

6. The purpose of this filing is to: (i) pursue changes to the 2nd Amended Trust Agreement as requested by BNY; (ii) pursue other miscellaneous changes to the 2nd Amended Trust Agreement; (iii) pursue changes necessary to comply with a recently issued Nuclear Regulatory Commission ("NRC") regulation; (iv) pursue changes to the Investment Guidelines and (v) provide notification to the Commission regarding a change to the trust fund's equity investment manager due to recent mergers in the banking industry.

7. A detailed description of, and purpose for, each of the aforementioned changes to the 2nd Amended Trust Agreement and Investment guidelines is set forth in the Direct Testimony of Kevin L. Redhage, attached hereto as Attachment 1 to this Application. Mr. Redhage's Direct Testimony also sets forth information regarding the change to the equity investment manager of the trust fund.

8. Prior to making this filing, the Company met with representatives of the Commission Staff and the Office of the Public Counsel. The purpose of the meeting was to answer any questions or concerns with the proposed changes to the 2nd Amended Trust Agreement and the Investment Guidelines in advance of this filing. The meetings proved to be productive as the Company has reflected suggestions of the Commission Staff in the Third Amended and Restated Tax Qualified Decommissioning Trust Agreement and the Investment Guidelines attached to Mr. Redhage's Direct Testimony. We therefore believe that the requested changes to the 2nd Amended Trust Agreement and the Investment Guidelines, subject to final review in this proceeding, are in the public interest.

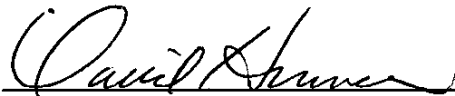
WHEREFORE, for the reasons hereinbefore cited, the Company requests that this Commission:

- a. Approve the Third Amended and Restated Tax Qualified Decommissioning Trust Agreement so that the changes may be implemented by the December 24, 2003 deadline set forth in the NRC regulation;
- b. Approve the Investment Guidelines for the Callaway Plant Tax Qualified and Non-Tax Qualified Nuclear Decommissioning Trust Funds;
- c. Acknowledge the change in equity investment manager; and
- d. Grant such other and further relief as the Commission deems necessary and proper.

Respectfully submitted,

UNION ELECTRIC COMPANY

Dated: October 9, 2003




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VERIFICATION

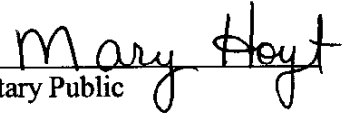
STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

I, David B. Hennen, being first duly sworn, state that I am an attorney for Union Electric Company, that I am authorized to submit this Application, and that the facts set out therein are true to the best of my knowledge, information and belief.



David B. Hennen

Subscribed and sworn to before me, a Notary Public, on this 9th day of October, 2003.



Notary Public

