

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

CENTRAL ILLINOIS LIGHT COMPANY)	
d/b/a AmerenCILCO)	
)	
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY)	
d/b/a AmerenCIPS)	
)	
ILLINOIS POWER COMPANY)	Docket Nos. 05-0160, 05-0161,
d/b/a AmerenIP)	and 05-0162 (consol.)
)	
Proposal to implement a competitive procurement)	
process by establishing Rider BGS, Rider BGS-L,)	
Rider RTP, Rider RTP-L, Rider D, and Rider MV.)	

**THE AMEREN ILLINOIS UTILITIES’ REPLY IN OPPOSITION TO
CUB’S RESPONSE TO THE PEOPLE OF THE STATE OF ILLINOIS’S
EMERGENCY MOTION TO STAY IMPLEMENTATION OF 2007 TARIFFS**

The Citizens’ Utility Board’s so-called “Response” is a “me too” motion that adds nothing to the meritless stay motion filed by the People of the State of Illinois (“AG” or “Attorney General”). That motion should be denied.

First, other than to declare its opinion that it will win on appeal, the Citizens’ Utility Board (“CUB”), like the AG, provides no support for the pair’s irrational optimism. Neither CUB nor the AG offers any alternative to the Ameren Illinois Utilities securing power through the open market – and neither asserts any legal deficiency in that process, nor that the Commission should have reached some other conclusion. Rather than respond to the Commission’s carefully reasoned refutation of their (incorrect) legal arguments, CUB and the AG simply repeat on appeal the demonstrably incorrect reading of the statute they offered to the Commission. That will not win the day on appeal any more than it did before the Commission. (*See generally* The Ameren Illinois Utilities’ Response In Opposition To Emergency Motion To Stay (“Ameren Response”), at 7-8.)

Second, as to “irreparable harm,” CUB does nothing more than parrot the AG’s conclusion that any increase in electricity rates is (somehow) a “harm.” Not so. The tariffs approved by the Commission allow the Ameren Illinois Utilities to recover their actual expenses of acquiring power pursuant to a procedure that the Commission has found to be prudent. If CUB’s definition of “harm” in this context were correct, it would mean the Commission, which reviewed and approved the same “harmful” rates the AG seeks to stay, must have violated its statutory duty to protect the public’s interest when it approved those rates. That is plainly wrong, and CUB offers no reason to impugn the Commission’s careful work. (*See Ameren Response at 8-9.*)

Third, CUB ignores the dire consequences that a stay would visit upon the Ameren Illinois Utilities. A stay here would mean that the Ameren Illinois Utilities would be required to lose money for every single kilowatt hour distributed after December 31, 2006. Credit rating agencies and suppliers would react – the Ameren Illinois Utilities’ credit ratings will be downgraded and suppliers will demand prepayment. Faced with a cash squeeze and with a mandate to provide service at a loss, the utilities will then begin down a path toward insolvency that could very well end with the lights going out in the dead of winter (*See Ameren Response at 9-12.*) CUB’s further hand-waiving assertion that it is “unclear whether Illinois ratepayers can be compensated if the Appellate Court finds that the 2007 tariffs in fact violate of [sic] the Public Utilities Act” (CUB Response at 2) is beside the point. It is all too clear that, should the Commission’s Order be affirmed, the Ameren Illinois Utilities could not recover the revenue of which the “stay” the AG seeks deprived them. The Ameren Illinois Utilities, thus, would simply be out of pocket the staggering costs of providing electricity for less than they purchased it at

auction, in reliance on the tariff at issue in this case, and with the Commission's blessing. (*See* Ameren Response at 12.)

In sum, CUB's perfunctory two-and-one-half page "Response" adds nothing to the AG's baseless motion. The motion should be denied.

Dated: December 12, 2006

Respectfully submitted,

CENTRAL ILLINOIS LIGHT COMPANY,
d/b/a AmerenCILCO,
CENTRAL ILLINOIS PUBLIC SERVICE
COMPANY d/b/a AmerenCIPS, and
ILLINOIS POWER COMPANY
d/b/a AmerenIP

By: /s/ Christopher W. Flynn
One of Their Attorneys

Christopher W. Flynn
James A. White
Brian J. Murray
Laura M. Earl
JONES DAY
77 West Wacker Drive
Chicago, IL 60601-1692
(312) 782-3939

Edward C. Fitzhenry
Managing Associate General Counsel
Ameren Services Company
One Ameren Plaza
1901 Chouteau Avenue
St. Louis, MO 63166
(314) 554-3533

Attorneys for the Ameren Illinois Utilities

PROOF OF SERVICE

I, Christopher W. Flynn, certify that on December 12, 2006, I served a copy of the foregoing Reply by electronic mail to the individuals on the Commission's Service List for Dockets 05-0160, 05-0161, and 05-0162 (consol.).

By: /s/ Christopher W. Flynn
Christopher W. Flynn
Attorney for the Ameren Illinois Utilities