

**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

CENTRAL ILLINOIS LIGHT COMPANY d/b/a )  
AmerenCILCO, )  
)  
) Docket Nos. 07-0585, 07-0588  
)

CENTRAL ILLINOIS PUBLIC SERVICE )  
COMPANY d/b/a AmerenCIPS, )  
)  
) Docket Nos. 07-0586, 07-0589  
)

ILLINOIS POWER COMPANY d/b/a AmerenIP, )  
)  
Proposed general increase in rates for delivery ) Docket Nos. 07-0587, 07-0590  
service. (Tariffs filed November 2, 2007) )  
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**AMEREN ILLINOIS UTILITIES’ MOTION FOR ENTRY OF A PROTECTIVE ORDER**

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 (together, the “Ameren Illinois Utilities”), pursuant to Section 220 ILCS 5/4-404 of the Public Utilities Act (the “Act”) and 83 Ill. Adm. Code § 200.430, hereby move for entry of a protective order to govern the treatment of certain confidential and proprietary materials. In support of this motion, the Ameren Illinois Utilities state as follows:

1. On November 2, 2007, the Ameren Illinois Utilities each filed new and amended tariffs establishing revised rates and other terms and conditions of service, testimony and other required information, pursuant to 220 ILCS 5/9-201 and 83 Ill. Admin. Code §§ 285.305 and 285.310.

2. On December 5, 2007, the Commission suspended the Ameren Illinois Utilities' proposed tariffs and docketed the proceedings under the above-captioned case numbers.

3. On December 6, 2007, the Ameren Illinois Utilities each filed a motion to consolidate each of the above-captioned cases, pursuant to 83 Ill. Admin. Code 200.600. Each motion is pending as of the time of this filing.

4. Each of these proceedings have instigated requests to review commercially sensitive, "confidential," or "confidential and proprietary" materials. Other parties participating in these proceedings may be subject to similar requests.

5. The Ameren Illinois Utilities seek protection of the sensitive, confidential, and proprietary nature of any such documents they may disclose in these proceedings.

6. To that end, the Ameren Illinois Utilities request entry of the attached protective order ("Protective Order") in each of their respective Dockets, separate or consolidated. The Protective Order would establish procedures for protection of commercially sensitive, confidential, and confidential and proprietary materials, including protective procedures governing electronic filing, in accordance with 83 Ill. Adm. Code § 200.1000, *et seq.*

7. The Protective Order provides that parties electronically file only the "public redacted version[s]" of such documents that must be filed pursuant to 83 Ill. Adm. Code § 200.430(d). Parties would file unredacted versions of such documents in hard copy. These materials would not be posted electronically on the Commission's e-Docket. Given the sensitive and proprietary business information that may be sought in this proceeding, the procedures outlined in the Protective Order are reasonable, necessary and appropriate.

WHEREFORE, for all of the reasons set forth above, the Ameren Illinois Utilities respectfully move for entry of the Protective Order attached to this motion, in each of the above-captioned dockets.

January 3, 2008

Respectfully submitted,

CENTRAL ILLINOIS LIGHT COMPANY  
d/b/a AmerenCILCO

CENTRAL ILLINOIS PUBLIC SERVICE  
COMPANY d/b/a AmerenCIPS

ILLINOIS POWER COMPANY d/b/a  
AmerenIP

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**PROOF OF SERVICE**

I, Laura M. Earl, certify that on January 3, 2008, I served a copy of the foregoing Motion for Entry of a Protective Order by electronic mail to the individuals on the Illinois Commerce Commission's Service List for this Docket.

By: Laura M. Earl  
Laura M. Earl  
Attorney for Movants

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**ORDER REGARDING PROTECTION OF  
CONFIDENTIAL AND CONFIDENTIAL & PROPRIETARY INFORMATION**

In the course of this proceeding, the parties and their attorneys may receive certain confidential or confidential & proprietary information by way of documents, testimony, and answers to discovery requests, and through informal discussions or through another method of recording or transmitting information, including but not limited to any electronic, e-mail, or other computer-related communication. To protect against the inappropriate use or disclosure of such information and materials and to facilitate disclosure in this case, it is hereby ordered, pursuant to 220 ILCS 5/4-404, 220 ILCS 5/5-108, and 83 Ill. Adm. §200.430, as follows:

**Process For Designation of Information**

1. Where any Party believes in good faith that a specific document that it will produce contains information that is entitled to protection as confidential or confidential & proprietary under the law, that Party (“Producing Party”) shall identify such information by marking such

information “Confidential” or “Confidential & Proprietary”, signifying that the Producing Party has in good faith made a legal and factual determination that the information is as described. The Producing Party shall visually distinguish such information from other information appearing in the same document. Where any Producing Party believes in good faith that specific information it will convey orally includes information that is entitled to protected treatment under the law, that Producing Party shall identify such information by stating that it is “Confidential” or “Confidential & Proprietary”, signifying that the Producing Party has made a legal and factual determination that confidential information will be, or has been, conveyed. Each specific document so marked or specific information so identified will be referred to hereafter as “Confidential Information.” Information so designated shall be afforded all protections given to Confidential and Confidential & Proprietary Information set forth in paragraphs 4-20 of this protective order (“Order”), as applicable, unless and until a contrary ruling is made by the Administrative Law Judges (“ALJs”) or the Illinois Commerce Commission (“Commission”).

2. “Confidential” as used herein is non-public information maintained by a party in confidence in the ordinary course of business and in which such party has a business interest in maintaining in confidence. It also includes such other categories of documents and information as are recognized as confidential under applicable law or by order of the ALJs or the Commission in this docket.

3. “Confidential & Proprietary” as used herein includes those materials concerning critical infrastructure, the disclosure of which could adversely affect public safety and/or security; private personnel information, except for executive compensation already disclosed in Securities and Exchange Commission (“SEC”) filings; and high level business information such

as financial information that might be material under securities laws or documents that reflect the strategic thinking of the Producing Party on competitive issues prospectively affecting the Party, market data, trade secrets and customer-specific information.

### **Confidential Information**

4. Subject to rights to challenge Confidential and Confidential & Proprietary designations made by a Producing Party described herein, neither information that is produced and designated as “Confidential” nor any information contained therein or obtained therefrom, shall be delivered, exhibited, or disclosed to any person (other than Commission officers and employees, who are not subject to this order, but are governed by 220 ILCS 5/4-404 and 5/5-108) who has not read this order, signed Form 1, attached hereto, and delivered Form 1 to the Producing Party.

5. Persons who comply with Paragraph 4 above shall use or disclose the Confidential Information only in preparation for and conduct of this proceeding, and then solely as provided in this order, and shall take all reasonable precautions to keep the Confidential Information secure in accordance with the purposes and intent of this Order. This includes appropriate precautions to prevent the unauthorized transfer of information in any type of electronic format. All Confidential Information produced or exchanged in the course of this proceeding shall be used solely for the purpose of this proceeding or any appeal arising therefrom.

6. Parties may make Confidential Information available only to those who need access to the information to prepare for this proceeding and who have executed the attached Form 1 as provided in Paragraph 4 above. Parties shall not make more than three copies of any Confidential Information unless the Producing Party otherwise agrees in writing. This includes the dissemination of information in an electronic format including, but not limited to, e-mail

transmission. The Producing Party, at its election, may provide three copies, in which event additional copies shall not be made unless the Producing Party otherwise agrees in writing. This includes the electronic scanning of documents or dissemination of electronic documents via e-mail or by other means of electronic sharing, such as placing electronic documents on a shared access network.

7. If a party inadvertently produces information not marked “Confidential” or “Confidential and Proprietary” and the Producing Party subsequently notifies the recipient that such information is Confidential or Confidential and Proprietary, the receiving party will treat such information as identified by the Producing Party in accordance with the provisions of this Order and will use its best efforts to recall or retrieve any such information that has been distributed not in accordance with this Order.

8. In the event that any party seeks to use or uses any Confidential Information in testimony, exhibits, discovery responses, cross-examination, briefs or other documents to be filed in this case, the following shall apply:

- a) The testimony, exhibits, discovery responses, cross-examination, briefs or other documents containing Confidential Information shall be sealed and served only on the Commission and the attorneys for the parties granted access to the Confidential Information pursuant to this order. This includes, but is not limited to, the service of documents in electronic formats (such attorneys may distribute Confidential Information so received as provided herein);
- b) the pages containing Confidential Information shall be clearly marked and the cover of the testimony or other documents shall indicate that Confidential Information is contained within the document inside. In the case of electronic data or documents, such designation shall be made by labeling the entire CD-ROM, disk, or other media containing electronic data;
- c) the Commission shall keep all submissions containing Confidential Information under seal and shall segregate Confidential Information in its files and on its electronic network and databases. Confidential Information, as discussed below, shall not be posted publicly on the Commission’s electronic filing system maintained pursuant to 83 Ill. Admin. Code § 200.1000, *et seq.*, provided that,

where appropriate, Confidential Information may be filed as a proprietary electronic document through the Commission's electronic filing system consistent with said rules and 83 Ill. Admin. Code § 200.430 such that no person outside of the Commission is allowed to see or access the proprietary electronic documents as stated in 83 Ill. Admin. Code § 200.1050(b). All documents containing Confidential Information filed with the Commission shall be withheld from inspection by any person not granted access to Confidential Information pursuant to this order, including by electronic means;

- d) all Confidential Information shall be redacted from the copies of such testimony, exhibits, discovery responses, briefs or other documents including electronic documents and e-mail that may be provided to individuals and their attorneys who are not granted access pursuant to this Order;
- e) except as provided in subsection (c), above, documents containing Confidential Information shall not be filed by electronic means as permitted by 83 Ill. Admin. Code § 200.1000, et seq. However, when a party seeks to file a document containing Confidential information, it may file the “public redacted version” of such document (as is required by 83 Ill. Admin. Code § 200.430(d)) with the Commission electronically. The filing of such a document will be deemed complete upon the filing of the public, redacted version of the document. The unredacted version of the document that contains Confidential Information shall then be filed with the Commission by non-electronic means subject to the procedures set forth in this order; and
- f) Each Producing Party will maintain a list of all persons granted access to Confidential Information pursuant to this order, and will make that list available to other parties upon request.

9. Cross-examination involving Confidential Information shall be conducted during proceedings that will be closed to all those who are not allowed access to the Confidential Information under this Order. The transcript of such proceedings shall be kept under seal.

10. If at any time another court, administrative agency, person, or entity subpoenas, requests or orders production of Confidential Information or documents containing the same, the party receiving the subpoena, request, or order shall promptly notify the Producing Party of that fact and provide the Producing Party with an opportunity to seek appropriate remedies in order to adequately protect the release of any Confidential Information.

11. When the Commission's order in this proceeding is final and no longer subject to appeal, the sealed portion of the Commission's record (paper and electronic) shall be retained under seal by the Commission.

12. All persons possessing Confidential Information or copies of documents containing Confidential Information (including but not limited to testimony, exhibits, transcripts, discovery, responses, briefs, e-mails, and disks) shall, within fifteen (15) days after receiving a written, oral, or electronic request from the Producing Party and after the Commission order becomes final and no longer subject to appeal, return all those materials to the Producing Party or shall destroy the materials and certify in writing to the Producing Party that such materials have been destroyed. Persons receiving Confidential Information shall also destroy all notes, working papers, e-mail, disks and computer or other network memories and other documents containing Confidential Information and shall certify in writing to the Producing Party that such notes, working papers, documents and electronic records have been so destroyed within fifteen (15) days after receiving a written, oral, or electronic request from the Producing Party to do the same. This Order shall remain in effect for a period of five years from its date of entry, unless such period shall be extended at some future time pursuant to applicable Commission rules.

13. If a party does not agree with the Producing Party's designation of documents and information as "Confidential" or "Confidential & Proprietary", the party (the "Challenging Party") shall give the Producing Party reasonable written notice, by e-mail or by U.S. Mail, of the objection. If the Producing Party continues to believe that the Confidential Information contains information that justifies such designation, it shall so inform the Challenging Party within five (5) business days of receipt of the Challenging Party's objection. At such time, the Challenging Party should raise the matter with the ALJs in the form of a motion or other

appropriate pleading. A document marked “Confidential” or “Confidential & Proprietary” shall be treated as such by all parties during the pendency of any challenge to such designation until the ALJ issues a ruling altering such designation. In response to a motion challenging the confidentiality designation of the Producing Party, the Producing Party shall bear the burden to support its designation.

### **Confidential and Proprietary Information**

14. All Confidential and Proprietary Information shall be subject to and receive all of the protections accorded to Confidential Information by Paragraphs 1-13 above, and shall be subject to and receive the additional protections of this and the following paragraphs.

15. If the Producing Party reasonably believes that the sensitivity or potential consequences of the dissemination of certain information is such that additional protections should be provided, or that no disclosure should be made to one or more of the parties and/or their third party experts, the Producing Party shall designate such information “Confidential & Proprietary.”

16. Outside attorneys and experts will have access to Confidential & Proprietary Information only after they have executed and delivered Form 2 attached to this order in favor of the Producing Party. An in-house attorney will have access to the Producing Party’s Confidential & Proprietary Information after he/she executes and delivers Form 3 attached to this order in favor of the Producing Party. Before producing any Confidential & Proprietary Information, the Producing Party may make reasonable inquiry, by way of discovery requests or otherwise, into the facts required to establish the certifications necessary under this paragraph.

17. As to each Party, Confidential & Proprietary Information shall be disclosed only to (a) outside counsel of record in this proceeding and up to three in-house attorneys, and (b) an

expert or consultant retained in this proceeding by such party. Confidential & Proprietary Information shall not be disclosed to any other employee, consultant, or agent, or any officer or director of such party, or to any other individual or entity not granted access as a result of this order, absent a finding by the ALJs pursuant to Paragraph 13 above that such information is not properly designated as Confidential & Proprietary. This Paragraph is also without prejudice to the Producing Party's right to make objections as provided in Paragraph 18 below.

18. This Order does not affect any party's right to make objections as to the relevancy, materiality, or admissibility of any information requested, furnished, or received as a result of this Order. If the Producing Party reasonably believes that the sensitivity of the requested information is such that additional protections should be implemented or that no disclosure should be made to one or more of the parties and/or their third-party experts, the Producing Party may object to disclosure on such grounds.

19. The Producing Party will maintain a list of all persons granted access to Confidential & Proprietary Information in this proceeding, and will make that list available to the parties upon request.

#### **Applicability of Order to Staff, Office of Attorney General**

20. Commission Staff personnel are governed by Section 220 ILCS 5/4-404, 5-108 regarding the disclosure of confidential information or documents and are not subject to this order except that (i) Staff shall be allowed to disclose "Confidential" or "Confidential & Proprietary" information in accordance with the terms and provisions of this Order, and (ii) all pleadings or testimony by Staff shall be filed and distributed in accordance with the terms and provisions of this Order.

The Office of the Attorney General is governed by the Illinois Attorney General Act and

will receive information in this proceeding on behalf of the People of the State of Illinois. The Office of the Attorney General shall treat Confidential and Confidential and Proprietary Information in accordance with the terms of this Order and shall file and distribute pleadings or testimony in accordance with the terms of this Order.

### **Other Objections or Information Not Covered By This Order**

21. This Order is not intended to describe all materials to which a party may make an objection to production, and nothing in this order shall prevent a party from objecting to discovery requests pursuant to the Commission's Rules of Practice or, to the extent applicable, the Illinois Code of Civil Procedure, the Rules of the Supreme Court of Illinois, or other law, including the relevancy, materiality, or admissibility of any information requested. Likewise, nothing in this Order prevents any party from seeking review of any designation made by a Producing Party pursuant hereto.

### **Remedies**

22. Each Party agrees that any violation of this Order by unauthorized disclosure of any Confidential or Confidential & Proprietary information may result in liability for damages and penalties as provided by law and that the Producing Party shall have the right immediately to pursue all legal and equitable remedies, including specific performance of the terms of this Order and compensatory damages for breach, provided that a showing that the information so disclosed is not entitled to Confidential or Confidential & Proprietary treatment under the law, is a defense against any and all claims under this Order.

23. Designations that are not made in good faith, including, but not limited to blanket designations made without consideration of the nature of the specific information being designated, shall constitute a violation of this Order and may result in liability for damages.

Nothing in this Order shall limit or supersede any protections applicable to information under other state or federal law.

Dated this \_\_\_\_\_ day of \_\_\_\_\_.

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Administrative Law Judge

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**CERTIFICATION FOR PRODUCTION OF CONFIDENTIAL INFORMATION**

**(FORM 1)**

I, \_\_\_\_\_, certify that I am  
a(n) attorney/consultant/employee (circle one) for \_\_\_\_\_, a party  
to this above-captioned proceeding, and that I request access to Confidential Information, as  
defined in the Order Regarding Protection of Confidential and Confidential & Proprietary  
Information (the "Order"), that the Producing Party will produce. I have read the Order and  
agree to abide by all of its terms, unless such terms are altered by the Administrative Law Judge  
("ALJ"), at which time the undersigned agrees to be bound by the terms of the Order, as altered  
and entered by the ALJ. By signing below, the undersigned is not waiving his/her right to object  
to or suggest modifications to the Order.

I further certify that the Confidential Information (as defined in the Order) will be used solely for the purposes stated in, and as set forth in, the Order.

SIGNED: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Employer: \_\_\_\_\_

Employer's Address: \_\_\_\_\_

Party Representing: \_\_\_\_\_

Subscribed and sworn to before me

this \_\_\_\_ day of \_\_\_\_\_, 2006.

My commission expires on \_\_\_\_\_.

Seal:

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**CERTIFICATION BY OUTSIDE COUNSEL AND EXPERTS FOR PRODUCTION  
OF CONFIDENTIAL AND PROPRIETARY INFORMATION**

**(FORM 2)**

I, \_\_\_\_\_, certify that I am a(n)  
attorney/expert/consultant (circle one) for \_\_\_\_\_, a party to the  
above-captioned proceeding, and that I request access to Confidential & Proprietary Information,  
as defined in the Order Regarding Protection of Confidential and Confidential & Proprietary  
Information (the "Order"), that the Producing Party will produce. I have read the Order and  
agree to abide by all of its terms, unless such terms are altered by the Administrative Law Judge  
("ALJ"), at which time I agree to be bound by the terms of the Order as altered and entered by  
the ALJ. By signing below, my client is not waiving its right to object to or to suggest  
modifications to the Order. I further certify that the Confidential & Proprietary Information (as  
defined in the Order) will be used solely for the purposes stated in, and as set forth in, the Order.

If acting as counsel to a party, I certify that I will not disclose Confidential & Proprietary information to my client or to any other person not authorized to receive Confidential & Proprietary information under the Order. If acting as a consultant or expert to a party in this case, I certify (a) that I do not participate in any way in any of the decisions or strategies of any competitor of the Producing Party that relate to the sale, pricing, or marketing of delivery services, or any product or service that is related to delivery services, and (b) that I will not use or disclose Confidential & Proprietary Information that I receive in this case to assist or facilitate any competitor of the Producing Party in decisions or strategies that relate to the sale, pricing, or marketing of delivery services or any product or service that is related to delivery services.

SIGNED: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Employer: \_\_\_\_\_

Employer's Address: \_\_\_\_\_

Party Representing: \_\_\_\_\_

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_, 2006.  
My commission expires on \_\_\_\_\_.  
Seal:

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**AFFIDAVIT OF INSIDE COUNSEL FOR PRODUCTION  
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**(FORM 3)**

I, \_\_\_\_\_ being first duly sworn state as follows:

1. I am an attorney licensed to practice in \_\_\_\_\_. I am presently employed by \_\_\_\_\_ as its \_\_\_\_\_.

2. I have read the Order Regarding Protection of Confidential and Confidential & Proprietary Information (the "Order") and, as a condition of receiving Confidential & Proprietary Information, I agree to be bound by the terms of the Order, unless such terms are altered by the Administrative Law Judge ("ALJ"), at which time I agree to be bound by the terms of the Order as altered and entered by the ALJ. By signing below, my client does not waive its right to object to or propose modifications to the Order.

3. In addition to the obligations and duties imposed on me by the Order, I further certify and represent as follows:

a. My involvement on behalf of my employer and its affiliate companies in the negotiation of contracts related to the sale, pricing, or marketing of delivery services, or any product or service that is related to delivery services, is limited to legal review. I do not negotiate the substantive terms (such as price, quantity, delivery points) of such contracts.

b. I will not use or disclose Confidential & Proprietary Information that I receive in this case to assist or facilitate any competitor of the Producing Party in decisions or strategies that relate to the sale, pricing, or marketing of delivery services or any product or service that is related to delivery services.

Signed: \_\_\_\_\_

Subscribed and sworn to before me

this \_\_\_\_ day of \_\_\_\_\_, 2006.

My commission expires on \_\_\_\_\_.

Seal: