

UNION ELECTRIC COMPANY
BALANCE SHEET
September 30, 2005
(Unaudited)
(In Millions, Except Per Share Amounts)

	Per Books	Pro Forma Adjustments (See Page 3)	As Adjusted
ASSETS:			
Property and plant, at original cost:			
Electric	11,401.0	115.0 (A)	11,516.0
Gas	294.0		294.0
Other	44.0		44.0
	11,739.0	115.0	11,854.0
Less accumulated depreciation and amortization	5,528.0	4.6 (C)	5,532.6
	6,211.0	110.4	6,321.4
Construction work in progress:			
Nuclear fuel in process	116.0		116.0
Other	366.0		366.0
Total property and plant, net	6,693.0	110.4	6,803.4
Investments and other assets:			
Nuclear decommissioning trust fund	245.0		245.0
Other	312.0	240.0 (A)	552.0
Total investments and other assets	557.0	240.0	797.0
Current assets:			
Cash and cash equivalents	-	(4.6) (B)	(5.0)
		(0.4) (D)	
Accounts receivable - trade (less allowance for doubtful accounts of \$5)	351.0		351.0
Other accounts and notes receivable	94.0		94.0
Materials and supplies, at average cost -			
Fossil fuel	112.0		112.0
Other	147.0		147.0
Other	14.0		14.0
Total current assets	718.0	(5.0)	713.0
Regulatory assets:			
Deferred income taxes	313.0		313.0
Other	262.0		262.0
Total regulatory assets	575.0	-	575.0
Total Assets	8,543.0	345.4	8,888.4

CAPITAL AND LIABILITIES:

Capitalization:

Common stock -	511.0		511.0
Other paid-in capital, principally premium on common stock	722.0		722.0
Retained earnings	1,762.0	(6.0)	1,756.0

Accumulated other comprehensive income

	(36.0)		(36.0)
Total common stockholder's equity	2,959.0	(6.0)	2,953.0
Preferred stock not subject to mandatory redemption	114.0		114.0
Long-term debt	2,443.0	240.0 (A)	2,683.0

Total capitalization

Current liabilities:

Current maturity of long-term debt	3.0		3.0
Short-term borrowings		115.0 (A)	115.0
Intercompany notes payable	336.0		336.0
Accounts and wages payable	110.0		110.0
Accumulated deferred income taxes	1.0		1.0
Taxes accrued	174.0	(3.6) (D)	170.4
Other	100.0		100.0
Total current liabilities	724.0	111.4	835.4

Accumulated deferred income taxes	1,252.0		1,252.0
Accumulated deferred investment tax credits	97.0		97.0
Regulatory liabilities	239.0		239.0
Other deferred credits and liabilities	715.0		715.0
Total Capital and Liabilities	8,543.0	345.4	8,888.4

UNION ELECTRIC COMPANY
STATEMENT OF INCOME
Nine Months Ended September 30, 2005
(Unaudited)
(In Millions)

	Per Books	Pro Forma Adjustments (See Page 3)	As Adjusted
OPERATING REVENUES:			
Electric	2,657.0		2,657.0
Gas	169.0		169.0
Other	2.0		2.0
Total operating revenues	2,828.0		2,828.0
OPERATING EXPENSES:			
Operations			
Fuel and purchased power	724.0		724.0
Gas	98.6		98.6
Other	534.4		534.4
	1,357.0	-	1,357.0
Maintenance	245.0		245.0
Depreciation and amortization	306.0	4.6 (C)	310.6
Income taxes	215.0	(3.6) (D)	211.4
Other taxes	230.0	0.4 (C)	230.4
Total operating expenses	2,353.0	1.4	2,354.4
OPERATING INCOME	475.0	(1.4)	473.6
OTHER INCOME AND (DEDUCTIONS):			
Allowance for equity funds used during construction	14.0		14.0
Miscellaneous, net	3.0		3.0
Total other income and (deductions)	17.0	-	17.0
INCOME BEFORE INTEREST CHARGES	492.0	(1.4)	490.6
INTEREST CHARGES:			
Interest	120.0	4.6 (B)	124.6
Allowance for borrowed funds used during construction	(9.0)		(9.0)
Net interest charges	111.0	4.6	115.6
NET INCOME	381.0	(6.0)	375.0
PREFERRED STOCK DIVIDENDS	6.0		6.0
NET INCOME AFTER PREFERRED STOCK DIVIDENDS	375.0	(6.0)	369.0

UNION ELECTRIC COMPANY
PRO FORMA ADJUSTING ENTRIES
(Unaudited)
September 30, 2005
(In Millions)

	<u>FERC Account</u>			
Entry A	101	Property & Plant	115.0	
	124	Investment in Securities	240.0	
	227	Capital Lease Obligation		240.0
	231	Short Term Borrowings		115.0
		To reflect purchase of NRG Audrain Facility, net of lease obligation assumed.		
Entry B	431	Interest Expense	4.6	
	131	Cash		4.6
		To reflect interest expense on the \$115 of borrowings at an assumed 4%.		
Entry C	403	Depreciation Expense	4.6	
	108	Accumulated Depreciation		4.6
		To reflect depreciation of plant assets based on 25 year life.		
Entry D	408.1	Operating Expense	0.4	
	131	Cash		0.4
		To reflect payment of annual grant amount of \$.4 million		
Entry E	236	Taxes Accrued	3.6	
	409.1	Income Tax Expense		3.6
		To reflect income tax effect of this transaction at 38%.		

Note: Offsetting cash payments relating to the lease and the bonds are not required to take place under terms of the lease agreements. Accordingly, entries for those transactions are not presented here.