

**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a session of the Public Service  
Commission held at its office in  
Jefferson City on the 20<sup>th</sup> day of  
March, 2008.

In the Matter of the Application of Union Electric	)	
Company, d/b/a AmerenUE, for an Order	)	
Authorizing the Issue and Sale of Up To	)	<b><u>Case No. EF-2008-0293</u></b>
\$440,000,000 Aggregate Principal Amount of	)	
Additional Long-Term Indebtedness.	)	

**ORDER GRANTING AUTHORITY TO ISSUE AND SELL ADDITIONAL  
LONG-TERM INDEBTEDNESS**

Issue Date: March 20, 2008

Effective Date: March 30, 2008

On March 6, 2008, Union Electric Company, d/b/a AmerenUE, filed an application with the Missouri Public Service Commission seeking permission and authority to issue and sell up to \$440 million aggregate principal amount of additional long-term indebtedness. AmerenUE asked the Commission to expedite its consideration of its application, explaining it needs the additional authority quickly to deal with disruptions in the capital markets resulting from the sub-prime mortgage crisis. To that end, AmerenUE asked the Commission to approve its application on or before April 2.

On March 17, the Commission's Staff filed a Recommendation and Memorandum regarding AmerenUE's application. Staff recommends the Commission approve the application subject to seven specified conditions. AmerenUE responded to Staff's recommendation on March 18, indicating its acceptance of the conditions specified by Staff. No other party responded to Staff's recommendation.

The Commission has reviewed and considered AmerenUE's application and the Recommendation and Memorandum of Staff and concludes the application should be granted. The Commission will require AmerenUE to comply with the conditions requested by Staff.

As required by Section 393.200.1, RSMo 2000, the Commission finds that the money, property or labor to be procured or paid for by the issuance of the bonds proposed in AmerenUE's application is or will be reasonably required for the purposes specified in the application and that such purposes are not in whole, or in part reasonably chargeable to operating expenses or to income.

**IT IS ORDERED THAT:**

1. Union Electric Company, d/b/a AmerenUE, is authorized to issue and sell from time to time, at any time after the effective date of this order, in one or more transactions, up to \$440,000,000 aggregate principal amount of New Indebtedness in one or more combinations of the following forms, with such terms and provisions as described in its Application: first mortgage bonds or other forms of secured indebtedness, and promissory notes or other forms of unsecured indebtedness (including subordinated deferrable interest debentures).

2. Union Electric Company, d/b/a AmerenUE, is authorized to enter into, execute, deliver, and perform the necessary agreements, indentures, notes, and other documents relative to the New Indebtedness.

3. Union Electric Company, d/b/a AmerenUE, is authorized to do any and all other things not contrary to law or the rules and regulations of the Commission, incidental,

necessary or appropriate to the performance of any and all acts specifically authorized in this order.

4. The authority granted in this order is subject to the following conditions:

A. Before issuance, AmerenUE shall submit to the Financial Analysis Office of the Commission any information concerning deviations from the stated use of the funds or any information that would materially change the pro-forma capitalization and financial ratios associated with this Application;

B. The interest rate for any debt issuance covered by the Application shall not exceed the greater of nine percent (9.00%), or a rate that is consistent with similar securities of comparable credit quality and maturities issued by other issuers;

C. AmerenUE shall provide to the Financial Analysis Department of the Commission any information that it provides to a credit rating agency concerning the issuances in this Application that may impact AmerenUE's credit rating and each response AmerenUE receives from the credit rating agency as part of the report it filed pursuant to condition F hereof;

D. The Application is approved solely for the purposes stated in the Application and not for operating expenses;

E. At no time shall AmerenUE's total borrowings, including all instruments, exceed its regulated rate base;

F. AmerenUE shall file with the Commission within ten (10) days of the issuance of any debt securities authorized pursuant to this order, a report including the amount of debt securities issued, date of issuance, interest rate

(initial rate if variable), maturity date, redemption schedules or special terms, if any, use of proceeds, estimated expenses, portion subject to the fee schedule and loan or indenture agreement concerning each issuance; and

G. Nothing in this order is to be considered a finding by the Commission of the value of this transaction for ratemaking purposes. The Commission reserves the right to consider the ratemaking treatment to be afforded these financing transactions and their results in cost of capital, in any later proceeding.

5. This order shall remain effective for three (3) years from the effective date of the order. Union Electric Company, d/b/a AmerenUE, is authorized to request an extension of such term by filing an application at least ninety days prior to the expiration of the three-year term. This condition shall only apply to the term of the authorization. If Union Electric Company, d/b/a AmerenUE, seeks a further increase in the authorized amount of financing, it shall file a new application.

6. This order shall become effective on March 30, 2008.

7. This case shall be closed on March 31, 2008.

**BY THE COMMISSION**

A handwritten signature in black ink, appearing to read 'Colleen M. Dale', written over a horizontal line.

Colleen M. Dale  
Secretary

(S E A L)

Davis, Chm., Murray, Clayton, Appling,  
and Jarrett, CC., concur.

Woodruff, Deputy Chief Regulatory Law Judge