

Exhibit No.:
Issues: General Merger Issues
Witness: Charles W. Mueller
Type of Exhibit: Direct Testimony
Sponsoring Party: Union Electric Co.
Case No.:

MISSOURI PUBLIC SERVICE COMMISSION

CASE NO. _____

DIRECT TESTIMONY
OF
CHARLES W. MUELLER

St. Louis, Missouri
November 2, 1995

Exhibit No. 15
Date 9-5-96 Case No. 12-96-149
Reporter E

MISSOURI PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

In the matter of the Application)
of Union Electric Company for an)
order authorizing: (1) certain)
merger transactions involving)
Union Electric Company; (2) the)
transfer of certain Assets, Real)
Estate, Leased Property, Easements)
and Contractual Agreements to)
Central Illinois Public Service)
Company; and (3) in connection)
therewith, certain other related)
transactions.)

Case No. _____

AFFIDAVIT OF CHARLES W. MUELLER

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

Charles W. Mueller, being first duly sworn on his oath, states:

1. My name is Charles W. Mueller. I work in the City of St. Louis, Missouri, and I am President and Chief Executive Officer of Union Electric Company.

2. Attached hereto and made a part hereof for all purposes is my Direct Testimony consisting of pages 1 through 11, inclusive, all of which testimony has been prepared in written form for introduction into evidence in the above-referenced docket.

3. I hereby swear and affirm that my answers contained in the attached testimony to the questions therein propounded are true and correct.

C. W. Mueller (Signature)
C. W. Mueller

Subscribed and sworn to before me this 2nd day of November, 1995.

(Signature)
Notary Public

BARBARA LUNGWITZ
Notary Public - Notary Seal
STATE OF MISSOURI
City of St. Louis
Commission Expires: September 2, 1999

1 DIRECT TESTIMONY

2 OF

3 CHARLES W. MUELLER

4 MISSOURI PUBLIC SERVICE COMMISSION

5
6 Q. Please state your name and address.

7 A. My name is Charles W. Mueller and my business address is 1901
8 Chouteau, St. Louis, Missouri 63103.

9 Q. By whom are you employed and in what position?

10 A. I am President and Chief Executive Officer of Union Electric
11 Company.

12 Q. How long have you held this position?

13 A. Since January 1, 1994.

14 Q. What were your previous positions with Union Electric Company?

15 A. I was employed by Union Electric in 1961 as a student engineer. After
16 one year of training I was assigned to the Engineering and Construction Function
17 where I worked in the Electrical Development and Bulk Substation Design groups.
18 In 1970, I began working in the System Planning Department in the Transmission
19 Planning section, and in 1974, I transferred to the Interconnection Arrangements
20 section of Corporate Planning. In June of 1975, I became Supervising Engineer-
21 Interconnection Arrangements. On May 1, 1977, I was promoted to Assistant

Direct Testimony of
Charles W. Mueller

1 Director of Corporate Planning. On December 1, 1978, I was elected Treasurer,
2 which position I held until I was elected Vice President-Finance on July 1, 1983. In
3 1988, I was named Senior Vice President-Administrative Services. I held that
4 position until I was named President on July 1, 1993. On January 1, 1994, I was
5 named President and Chief Executive Officer.

6 Q. Please describe your education and professional background.

7 A. I earned a Bachelor of Science degree in Electrical Engineering
8 awarded in June, 1961, by St. Louis University. I also have a Master of Business
9 Administration degree, awarded in June, 1966, by St. Louis University. I attended
10 the Washington University Executive Institute for Advanced Study in 1989-1990.

11 I am a member of the Institute of Electrical & Electronic Engineers.
12 I also serve as a director of Electric Energy Inc. which is owned, in part, by Union
13 Electric Company. I am a registered professional engineer in the states of Missouri
14 and Illinois.

15 Q. What will be your positions with Ameren Corporation ("Ameren") and
16 its subsidiaries after the strategic combination of Union Electric Company ("UE")
17 and CIPSCO, Incorporated ("CIPSCO") is effected?

18 A. I will be Chairman, President, Chief Executive Officer and a Director
19 of Ameren, President, Chief Executive Officer and Director of UE and Director of

Direct Testimony of
Charles W. Mueller

1 Central Illinois Public Service Company ("CIPS"). As I will discuss, CIPSCO will be
2 merged into Ameren, the newly-formed company which ultimately will serve as the
3 holding company. CIPSCO will then cease to exist.

4 Q. What is the purpose of your testimony in this proceeding?

5 A. The purpose of my testimony is to provide an overview of the reasons
6 for the proposed strategic combination of UE and CIPSCO (the "Merger"). In
7 particular, I will describe the process leading up to the Agreement and Plan of
8 Merger (the "Merger Agreement"), the various elements of the Merger Agreement
9 itself, and why the proposed Merger is in the best interests of our customers, our
10 shareholders, our employees and the communities we serve.

11 Q. Please describe briefly the status of the Company and the business in
12 which it is engaged.

13 A. Union Electric is a corporation duly organized and existing under the
14 laws of the State of Missouri and authorized to transact business in both Missouri
15 and Illinois. Its executive office is in the City of St. Louis. Union Electric provides
16 electric and gas service in both Missouri and Illinois.

17 Q. Please briefly describe the status of CIPSCO and its subsidiaries.

18 A. CIPSCO is an Illinois corporation and the parent corporation to its
19 wholly-owned subsidiary Central Illinois Public Service Company. CIPS is an electric

Direct Testimony of
Charles W. Mueller

1 and gas utility in the State of Illinois and is an Illinois corporation. In addition,
2 CIPSCO is the parent corporation to its wholly-owned subsidiary CIPSCO Investment
3 Company ("CIPSCO Investment"). CIPSCO Investment is an Illinois corporation and
4 manages approximately \$100 million in non-utility investments.

5 Q. Do you support the proposed Merger?

6 A. Yes. I fully support the Merger because I believe it to be in the best
7 interests of our customers, shareholders, employees and the communities that we are
8 privileged to serve.

9 Q. Please describe the proposed Merger.

10 A. Under the Merger Agreement executed by UE and CIPSCO on
11 August 11, 1995, the parties have organized a new Missouri corporation, Ameren, to
12 serve as the eventual holding company for UE and CIPSCO. Ameren has, in turn,
13 organized a wholly-owned Missouri subsidiary, Arch Merger, Inc. Upon receipt of
14 all necessary approvals, the Merger will be consummated by merging CIPSCO into
15 Ameren, with Ameren as the surviving corporation, and by merging Arch Merger,
16 Inc. into UE, with UE as the surviving corporation. These steps, as well as the
17 surviving corporate structure are illustrated schematically on Schedules 1 and 2.

18 After the Merger is effected in the manner I have described, Ameren
19 will own 100% of two public utility subsidiaries, UE and CIPS, as well as 100% of

Direct Testimony of
Charles W. Mueller

1 CIPSCO Investment. UE will continue to own 40% of Electric Energy, Inc.
2 ("EEInc.") and 100% of Union Electric Development Corporation, formerly known
3 as Union Colliery. CIPS will continue to own 20% of EEInc. A copy of the Merger
4 Agreement accompanies the testimony of Mr. Gary L. Rainwater.

5 The transaction calls for a tax-free, share-for-share exchange of
6 common stock. UE's shareholders will be able to exchange each share of UE on a
7 one-for-one basis for shares of Ameren. ^{CIPSCO's} ~~CIPSCO's~~ shareholders will be able to
8 exchange each share of CIPSCO stock for 1.03 shares of Ameren stock. Ameren is
9 expected to have a total of about 137,000,000 shares outstanding. It is anticipated
10 that Ameren will adopt UE's per share dividend payment level as of the time of the
11 Merger.

12 Following the Merger, Ameren will be a registered public utility
13 holding company under the 1935 Public Utility Holding Company Act. The
14 headquarters of Ameren will be in St. Louis, Missouri. The headquarters of the two
15 utility subsidiaries will remain in their current locations, UE's in St. Louis, Missouri
16 and CIPS' in Springfield, Illinois. Ameren's utility subsidiaries will serve
17 approximately 1,442,000 electric customers and 284,000 natural gas customers in
18 portions of Missouri and Illinois. Pursuant to the Merger Agreement, UE will
19 transfer its retail ~~electric~~ distribution utility assets located in Illinois to CIPS. Upon

Direct Testimony of
Charles W. Mueller

1 consummation of the Merger, CIPS will begin providing service to the approximately
2 64,000 electric customers and 18,000 gas customers currently served by UE in the
3 Alton - East St. Louis area of Illinois.

4 The companies have estimated that, as a result of the Merger, during
5 the first ten years after the Merger is completed, the combined company will realize
6 approximately \$590 million of savings. Mr. Rainwater and Mr. Thomas Flaherty,
7 managing partner of the Management Consulting Division of Deloitte & Touche LLP
8 ("Deloitte & Touche"), discuss this issue at length in their testimony.

9 Q. Please discuss the specific events leading up to the signing of the
10 Merger Agreement.

11 A. Mr. Cliff Greenwalt, President and Chief Executive Officer of CIPSCO,
12 and I have had for years a business and social relationship, and have spoken
13 periodically by telephone and in person at business and social occasions. In the
14 course of our business dealings over the years, we have noted the similarities of UE
15 and CIPSCO. On June 19, 1995, Mr. Greenwalt and I had our initial meeting to
16 discuss the future of our two companies. The two companies' views of the future of
17 the utility industry were discussed; we came to the conclusion that UE and CIPSCO
18 share a significantly comparable vision of the future of the industry. We discussed
19 in a very preliminary fashion the concept of a business combination between UE and

Direct Testimony of
Charles W. Mueller

1 CIPSCO. The concept of a holding company structure for a potential business
2 combination was discussed, and we also identified the issues of management
3 succession, board composition and the location of the headquarters as significant
4 points to be agreed upon.

5 Throughout the latter part of June and the month of July repre-
6 sentatives of UE and CIPSCO met on several occasions to identify synergies and cost
7 savings that could result from a business combination. In early August, these
8 discussions involved the final terms of the Merger Agreement, including the
9 conditions to closing, the termination provisions, the breakup fees, the covenants
10 which would govern the operations of UE and CIPSCO prior to the consummation
11 of the Merger and various other matters, such as employee benefits and workforce
12 matters, which would govern the operations of Ameren after consummation of the
13 Merger. These discussions also addressed issues relating to composition of Ameren's
14 management, Ameren's Board and committees of the Ameren Board.

15 On August 11, 1995 the respective Boards of UE and CIPSCO voted
16 to approve the Merger. I have attached a copy of UE Board approval as Schedule
17 3. The Merger was announced to the public on August 14, 1995.

18 Q. Please describe the reasons for the Merger.

19 A. The managements of both UE and CIPSCO believe that the Merger

Direct Testimony of
Charles W. Mueller

1 offers significant strategic, operational and financial benefits. The Merger provides
2 benefits and opportunities to shareholders of both companies as well as to the
3 employees and customers in the communities in which both companies do business.
4 The Merger will create significant cost savings that will help offset rising costs in
5 order to maintain competitive prices, thereby improving the ability of both utility
6 affiliates to meet the challenges of the increasingly competitive environment in the
7 utility industry.

8 Ameren will be more effective in meeting these challenges than either
9 UE or CIPSCO standing alone. The Merger will create the opportunity for strategic,
10 financial and operational benefits for customers in the form of lower cost of service
11 over the long term and for shareholders and employees in the form of greater
12 financial strength, financial flexibility, and improved competitive position.

13 Q. Is there an opportunity for any administrative or corporate cost
14 reductions as a result of the Merger?

15 A. Certain corporate and administrative functions of UE and CIPSCO will
16 be consolidated, thereby eliminating duplicative positions, reducing other non-labor
17 corporate and administrative expenses and limiting or avoiding expenditures for
18 administrative programs and information systems. A joint transition task force
19 currently consisting of 18 transition teams is examining the manner in which to best

Direct Testimony of
Charles W. Mueller

1 organize and manage the businesses of Ameren and identify duplicative positions in
2 the corporate and administrative areas. It is anticipated that, as a result of
3 combining staff and other functions, there will be somewhat fewer employees within
4 several years than UE and CIPSCO currently have in the aggregate. UE and
5 CIPSCO are committed to achieve cost savings in the area of personnel reductions
6 through attrition, strictly controlled hiring, and reassignment and retraining. In
7 addition, some savings in areas such as insurance and regulatory costs and legal, audit
8 and consulting fees should be realized.

9 Q. Is there an opportunity for any purchasing power synergies or cost
10 savings resulting from joint operations?

11 A. The combination of the two companies should result in greater
12 purchasing power for items such as materials, supplies and contract services. Natural
13 gas supply savings through combined purchasing are also anticipated. Decreased
14 electric production costs should also result through the joint dispatch of the electric
15 systems.

16 Q. Are there greater marketing opportunities for the combined
17 companies?

18 A. The strategically combined companies will have enhanced opportunities
19 for marketing in the wholesale and interchange markets. The two companies will

Direct Testimony of
Charles W. Mueller

1 have electric interconnections with 28 other electric utility systems. This increased
2 number of interconnections will enhance opportunities to make sales transactions
3 with these systems and others. The combined service territories of UE and CIPS will
4 be larger and more diverse than either of the service territories of UE or CIPS as
5 independent entities. This increased geographic diversity should reduce risk due to
6 exposure to local changes in economic or competitive conditions.

7 Q. Are the cost savings of the Merger discussed by Mr. Rainwater and Mr.
8 Flaherty attainable and reasonable?

9 A. Yes. UE and CIPSCO believe that synergies from the Merger will
10 generate substantial cost savings to Ameren, which would not be available absent the
11 Merger. Although there can be no absolute guarantee that the estimated results will
12 be achieved, preliminary estimates by the managements of UE and CIPSCO indicate
13 that the Merger is expected to result in potential cost savings of approximately \$590
14 million during the ten-year period following the Merger. Approximately one-third
15 of these savings are expected to be achieved through personnel reductions.

16 Q. Please describe the other witnesses who are sponsoring testimony in
17 this proceeding.

18 A. Mr. Thomas Flaherty of Deloitte & Touche, LLP will be presenting
19 testimony in support of the projected Merger-related cost savings. Mr. Flaherty has

Direct Testimony of
Charles W. Mueller

1 worked on other utility combinations and is recognized as the leading expert in this
2 area. Mr. Flaherty conducted a detailed study of the UE-CIPS combination and will
3 provide the results of that study in his testimony.

4 Mr. Rainwater, Vice President of Corporate Planning for UE, is
5 sponsoring testimony which will provide further details of the Merger, including a
6 discussion of the expected cost savings. He will also provide testimony on the
7 financial impact of the Merger and explain why the Merger is in the public interest
8 and should be approved.

9 Mr. Donald E. Brandt, Senior Vice President-Finance, will summarize
10 the impact of the Merger on the Company's ability to finance its operations, and the
11 reaction of the credit rating agencies to the Merger announcements.

12 Mr. Jerre E. Birdsong, Treasurer of UE, will present testimony on the
13 effect that the Merger and transfer of Illinois distribution property will have on UE's
14 nuclear decommissioning trust fund. The net effect of these two transactions is that
15 the trust fund will no longer be under the Illinois Commerce Commission's oversight.
16 Trust fund oversight of the Illinois portion will be transferred to the Federal Energy
17 Regulatory Commission. There is no effect on the Missouri jurisdictional portion of
18 the nuclear decommissioning trust.

19 Mr. Warner L. Baxter, Assistant Controller for UE, will testify

Direct Testimony of
Charles W. Mueller

1 regarding the accounting for the proposed Merger. He will also sponsor exhibits
2 reflecting the pro forma financial information for the combined companies.

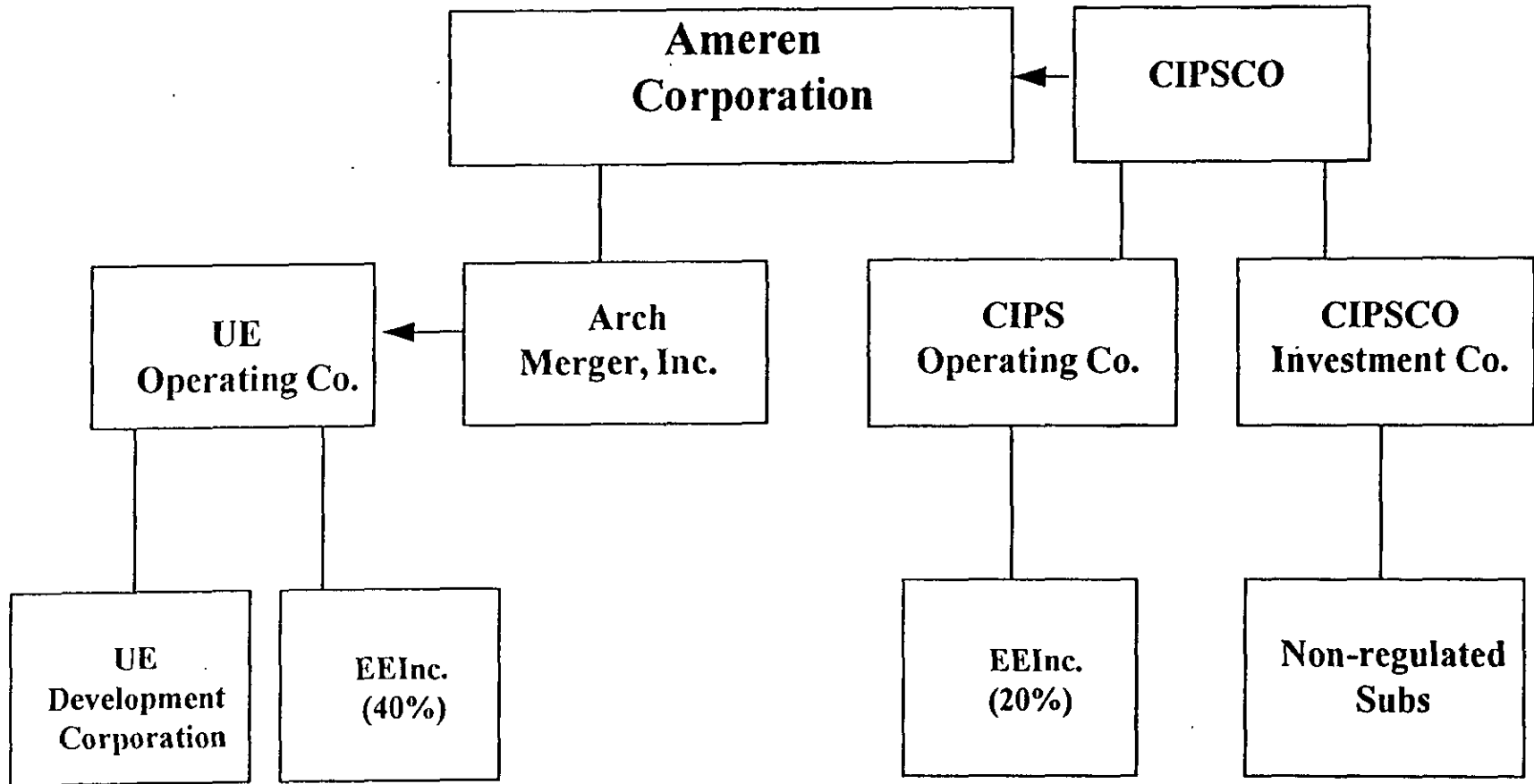
3 Mr. Douglas W. Kimmelman, Vice President in the Goldman, Sachs
4 & Co. Investment Banking Division, will discuss the merger premium and investor
5 expectations.

6 Ms. Maureen A. Borkowski, Manager-Energy Services, will present
7 testimony on the companies' plan for joint dispatch of the combined generating
8 facilities and the benefits of combined system operations. She will also discuss the
9 System Support Agreement between UE and CIPS. In addition, Ms. Borkowski will
10 provide testimony on the UE gas properties being sold, as well as the effect of the
11 Merger on the joint gas operations of UE and CIPS.

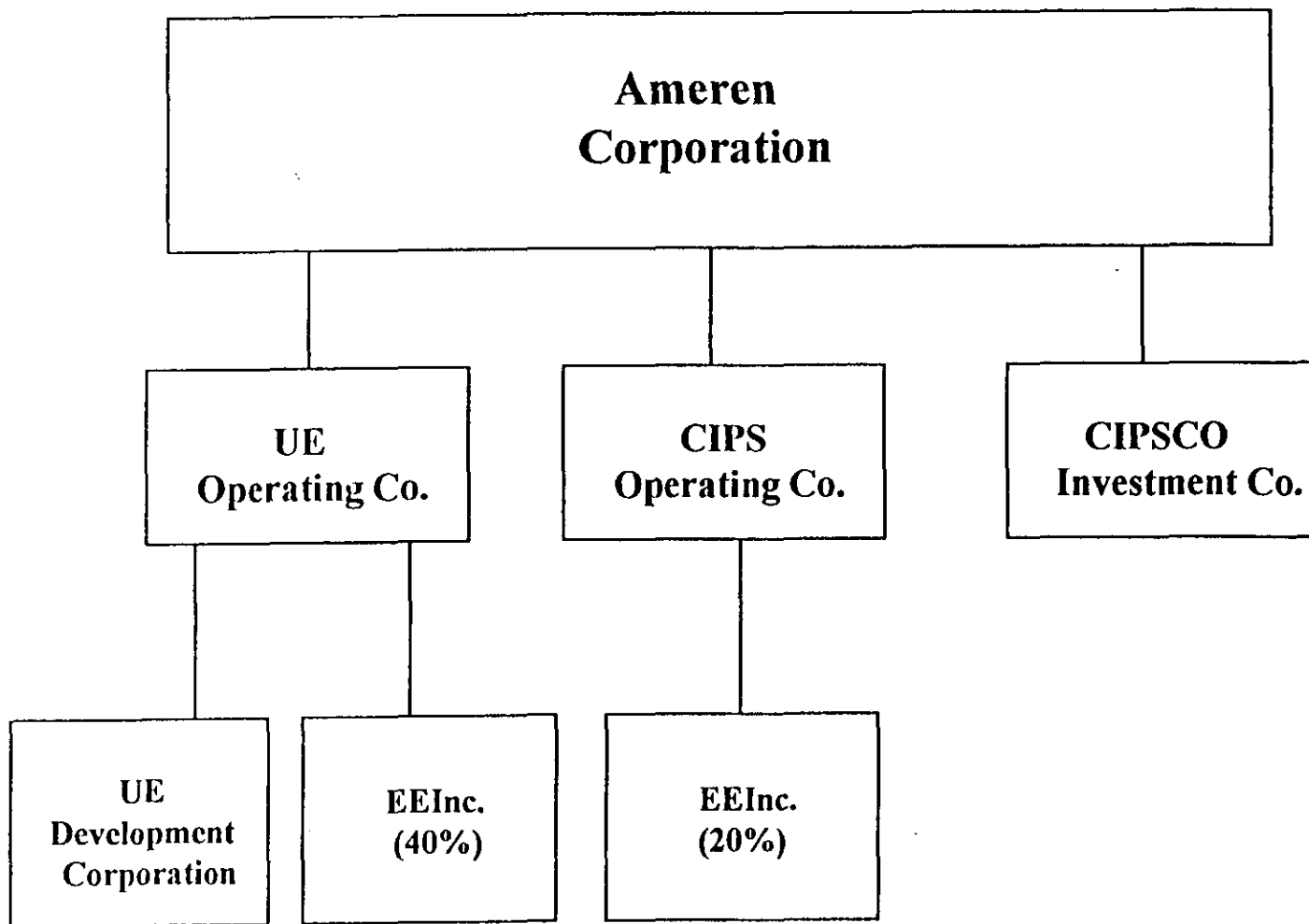
12 Q. Does this conclude your direct testimony?

13 A. Yes.

Merger Steps Forming Ameren Corporation



Surviving Corporate Structure



CERTIFIED COPY OF RESOLUTIONS ADOPTED AT THE
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
UNION ELECTRIC COMPANY
HELD ON FRIDAY, AUGUST 11, 1995

RESOLVED, that the Board deems it advisable and in the best interests of the Company and its stockholders that:

(1) the Company enter into the Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, CIPSCO Incorporated ("CIPSCO"), Arch Holding Corp. ("Arch Holding") and Arch Merger Inc. ("Merger Sub") which provides for, among other things, (a) the merger (the "Arch Merger") of the Merger Sub with and into the Company, with the Company continuing as the surviving corporation and (b) the merger (the "CIPSCO Merger") of CIPSCO with and into Arch Holding, with Arch Holding continuing as the surviving corporation, all as set forth more fully in the Merger Agreement, which agreement has been presented to the Board of Directors at this meeting and which, together with all exhibits and schedules thereto, is attached hereto as Exhibit B and made a part hereof;

(2) the Company enter into the Stock Option Agreement by and between the Company and CIPSCO (the "CIPSCO Stock Option Agreement"), pursuant to which, among other things, CIPSCO will grant to the Company an option, subject to the terms and upon the conditions contained therein, to purchase shares of common stock of CIPSCO ("CIPSCO Common Stock"), which agreement has been presented to the Board of Directors at this meeting and which is attached hereto as Exhibit C and made a part hereof;

(3) the Company enter into the Stock Option Agreement by and between the Company and CIPSCO (the "Arch Stock Option Agreement"), pursuant to which, among other things, the Company will grant to CIPSCO an option, subject to the terms and upon the conditions contained therein, to purchase shares of the common stock of the Company ("Company Common Stock"), which agreement has been presented to the Board of Directors at this meeting and which is attached hereto as Exhibit D and made a part hereof;

and further

RESOLVED, that the Board of Directors hereby approves and adopts the Merger Agreement, the Arch Stock Option Agreement and the CIPSCO Stock Option Agreement (collectively, the "Transaction Documents") and authorizes and approves the transactions which are contemplated thereby, including the Arch Merger; that the proper officers of the Company be and hereby are authorized and directed for and on behalf of the Company to execute and deliver the Transaction Documents, in substantially the forms presented to the Board of Directors, with such changes therein as the proper officers executing the same, with the advice of

counsel, may approve, the execution thereof by any such officer conclusively to evidence the due authorization thereof by this Board of Directors; and further

RESOLVED, that the Board of Directors finds that the transactions contemplated by the Merger Agreement are fair to and in the best interests of the Company and its stockholders; and further

RESOLVED, that as of the Effective Time, as defined in the Merger Agreement, all (i) option plans, (ii) stock plans, (iii) any related options and option agreements and (iv) other agreements granting rights in stock of the Company, shall be amended such that references therein to Company Common Stock shall automatically become references to common stock of Arch Holding, and that the proper officers of the Company be and hereby are authorized and directed for and on behalf of the Company to take such actions as are necessary to effect such amendments; and further

RESOLVED, that the Board of Directors finds it in the best interests of the Company, its stockholders and the holders of options to purchase Company Common Stock that no such options be accelerated as a result of the Arch Merger; and further

RESOLVED, that the Chief Executive Officer of the Company be and hereby is authorized and directed to call a special meeting of stockholders of the Company (the "Special Meeting") for such time, date and place as the Chief Executive Officer may deem appropriate or desirable; and further

RESOLVED, that the Merger Agreement and the transactions contemplated thereby be submitted to stockholders of the Company for approval and adoption as a single proposal (the "Proposal") at the Special Meeting; and further

RESOLVED, that the Board of Directors finds that the Proposal and the transactions contemplated thereby are fair to and in the best interests of the Company and its stockholders, and, subject to the further exercise of its fiduciary duties, recommends that the stockholders of the Company vote for approval and adoption of the Proposal; and further

RESOLVED, that Charles W. Mueller and James C. Thompson be and hereby are appointed as proxies, with full power of substitution, for the Special Meeting; and further

RESOLVED, that the Company hereby reserves for issuance such number of shares of Company Common Stock as shall be necessary to permit the Company to perform its obligations under Arch Stock Option Agreement (subject to adjustment as provided therein), and the Company hereby authorizes the issuance of any and

all shares of Company Common Stock reserved for issuance upon exercise by CIPSCO of the option granted to it pursuant to the terms of the Arch Stock Option Agreement, and when issued in accordance with the terms thereof such shares shall be validly issued, fully paid and nonassessable;

and further

RESOLVED, that in connection with the Transaction Documents and the transactions contemplated thereby, the proper officers and agents of the Company be and hereby are authorized and directed, in the name and on behalf of the Company, to prepare, execute and file all applications, reports, schedules, statements, petitions, consents, information and other documents required to be filed by the Company in connection with consummation of the transactions contemplated by the Transaction Documents pursuant to (i) applicable statutes of the States of Missouri and Illinois, (ii) the Securities Act of 1933, as amended, (iii) the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (iv) the Public Utility Holding Company Act of 1935, as amended, (v) the Federal Power Act, (vi) the Atomic Energy Act, (vii) the Hart-Scott-Rodino Antitrust Improvements Act of 1976, (viii) any applicable requirements of any applicable foreign or state securities or Blue Sky laws, (ix) any applicable requirement of the New York Stock Exchange or any other stock exchange upon which securities of the Company may be listed or traded, and (x) any other applicable legal requirements of the United States or any state thereof or of any country other than the United States (collectively the "Required Filings"), to execute personally or by attorney-in-fact and file or cause to be filed such Required Filings, and thereafter to execute personally or by attorney-in-fact and file or to cause to be filed any amendments or supplements to any of the foregoing, and to cause such Required Filings and any amendments thereto to become effective or otherwise be approved; and further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Company to execute personally or by attorney-in-fact and to file or cause to be filed with the Securities and Exchange Commission (the "SEC") a proxy statement under the Exchange Act relating to the transactions contemplated by the Transaction Documents, and thereafter to execute personally or by attorney-in-fact and file or to cause to be filed any amendments or supplements to the foregoing, and to cause said proxy statements and any amendments thereto to be cleared in accordance with the Exchange Act and the General Rules and Regulations of the SEC thereunder; and that Donald E. Brandt and James C. Thompson be and hereby are designated as the persons authorized to receive notices and communications from the SEC with respect to any filing with the SEC; and further

RESOLVED, that the proper officers of the Company be and hereby are authorized in the name of and on behalf of the Company to take any and all action which the officer or officers so acting may deem necessary or advisable to effect

the registration or qualification (or exemption therefrom) of the securities of the Company for issue, offer, sale or trade under the Blue Sky or securities laws of any state of the United States of America or of any foreign country, and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, and to take all further action which they, or any of them, may deem necessary or advisable in order to effect and maintain any such registration or qualification for as long as they deem necessary or as required by law;

and further

RESOLVED, that the Arch Merger and other transactions contemplated by the Merger Agreement be, and they hereby are, approved, pursuant to Paragraph (2) of Section 351.459 of the Missouri General and Business Corporation Law (the "MGBCL") (relating to interested shareholder transactions), such that the otherwise applicable provisions of Section 351.459 of the MGBCL be rendered inapplicable to the Arch Merger and the other transactions contemplated by the Merger Agreement; and further

RESOLVED, that the entering into of the Merger Agreement by the Company pursuant to and in accordance with the resolutions herein, shall, pursuant to Paragraph (4) (i) of Section 351.015 of the MGBCL (defining "control share acquisition"), render inapplicable to the Merger and the other transactions contemplated by the Merger Agreement any otherwise applicable provisions of Section 351.407 of the MGBCL (relating to control shares acquisition procedures);

and further

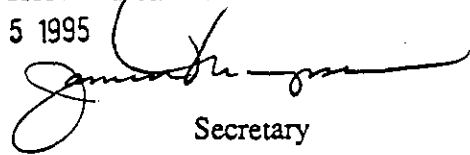
RESOLVED, that the Board of Directors hereby adopts, as if expressly set forth herein, the form of any and all resolutions required by any authority to be filed in connection with any applications, reports, filings, consents to service of process, powers of attorney, issuer's covenants and other papers, instruments and documents if (i) in the opinion of an officer of the Company executing the same, the adoption of such resolutions is necessary or advisable and (ii) the Secretary or an Assistant Secretary of the Company evidences such adoption by inserting in this Unanimous Consent of Directors in lieu of Board of Directors Meeting copies of such resolutions, which will thereupon be deemed to be adopted by the Board of Directors with the same force and effect as if originally set forth herein; and further

RESOLVED, that each of the officers of the Company is, in accordance with the foregoing resolutions, authorized in the name and on behalf of the Company, to prepare, execute and deliver any and all certificates, agreements, instruments, reports, schedules, statements, consents, documents and information with respect to the transactions contemplated by the foregoing resolutions, to make any filings

pursuant to federal, state and foreign laws, to do or cause to be done all other actions deemed necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), to pay all necessary and reasonable fees and expenses incurred in connection with the Transaction and to take all other actions necessary to effectuate and carry out the purposes and intent of the foregoing resolutions and to permit the transactions contemplated thereby to be lawfully consummated.

I hereby certify that the foregoing is a true and correct copy of resolutions adopted at the special meeting of the Board of Directors of Union Electric Company, held pursuant to due notice on Friday, August 11, 1995 at the General Office Building of the Company, St. Louis, Missouri, and that such resolutions are still in full force and effect.

OCT 5 1995



Secretary