BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF MISSOURI

In the Matter of the Application of Union Electric Company of Missouri for authorization to acquire additional shares of capital stock of Electric Energy, Inc.)

Case No. 12,463

APPLICATION

To the Public Service Commission of the State of Missouri:

The Petitioner, Union Electric Company of Missouri, respectfully shows:

1. Petitioner is a corporation duly organized under the laws of the State of Missouri with its principal office in the City of St. Louis, Missouri, and is a public utility within the meaning of Section 2 of the Public Service Commission Act.

2. Petitioner has heretofore filed with the Commission certified copies of its Articles of Incorporation and of certificates amendatory thereof.

3. The statements of financial condition of Petitioner as of September 30, 1952, and of Electric Energy, Inc. as of August 31, 1952, as specified in Rule VII, Rules of Practice of the Commission, are filed herewith as Exhibits A and B, respectively.

4. Electric Energy, Inc. (hereinafter referred to as EEINC) was incorporated under the laws of the State of Illinois in December, 1950, and on May 4, 1951 entered into a contract with the United States of America acting by and through the United States Atomic Energy Commission (hereinafter referred to as "AEC") for the supply to AEC of up to 500,000 Kw of power and energy, constituting one-half of the total power and energy requirements of 1,000,000 Kw for the Paducah Project of AEC as then contemplated. EEINC is now engaged pursuant to such contract in constructing at Joppa, Illinois, a steam electric generating station consisting of four nominally rated 125,000/156,000 Kw turbo-generators and related equipment and four 154 Kv transmission circuits for the purpose of generating and delivering to the Paducah Project such power and energy requirements up to 500,000 Kw as well

as delivering interim power to AEC for use at such Project. It is expected that such facilities will be ready for full scale operation in 1953.

AEC has determined to expand its facilities at the Paducah Project and will require 940,000 Kw of power and energy for such expansion, in addition to the 1,000,000 Kw originally contemplated, and has requested EEINC to supply 235,000 Kw or 25% of such additional requirements, and for such purpose EEINC proposes to enlarge its generating station by adding two additional generating units of the same size and characteristics as those now being installed, together with related facilities and two additional transmission circuits interconnecting the two new units with the Paducah Project. EEINC has entered into an interim agreement with AEC dated October 9, 1952, providing among other things, for the commencement of construction of such additional facilities and entering into, on or before August 1, 1953, an amended power contract with AEC covering a total supply by EEINC of 735,000 Kw of power and energy for the Paducah Project, subject to adequate statutory authority for AEC so to do.

It is presently estimated that the first four units of EEINC's generating station and related transmission line and other facilities will cost approximately $106,300,000 (including $3,000,000 for working capital), and that the two additional units and related transmission lines and other facilities will cost approximately $53,400,000 (including $1,400,000 for working capital).

5. In order to finance the construction of its facilities and operations, EEINC has (a) entered into contracts with Metropolitan Life Insurance Company and The Prudential Insurance Company of America, pursuant to which such companies have agreed to purchase, subject to the terms and conditions provided in such contracts, up to $100,000,000 of EEINC's 3% First Mortgage Sinking Fund Bonds due December 1, 1979 to be issued under and secured by EEINC's First Mortgage and Deed of Trust dated June 1, 1951 to St. Louis Union Trust Company, as Trustee, and up to $65,000,000 of EEINC's 3-3/4% First Mortgage Sinking Fund Bonds due March 1, 1982 to be issued under and secured by said Mortgage and an indenture supplemental

thereto to be dated as of March 1, 1953; (b) issued and sold for cash at the par value thereof 35,000 shares of its capital stock of the par value of $100 per share to the corporations named below (hereinafter referred to as "Sponsoring Companies") and the Sponsoring Companies have agreed, subject to the approval of regulatory authorities, to subscribe to an additional 27,000 shares of such capital stock for cash at the par value thereof, all in the following amounts:

Name of Sponsoring Company	Original Purchase	Additional Subscription
Central Illinois Public Service Company	7,000	5,400
Illinois Power Company	7,000	5,400
Kentucky Utilities Company	3,500	2,700
Middle South Utilities, Inc.	3,500	2,700
Union Electric Company of Missouri (the Petitioner herein)	14,000	10,800
	35,000	27,000

; and (c) entered into an agreement with Guaranty Trust Company of New York for the borrowing by EEINC from said bank of up to $2,000,000 from time to time to August 3, 1953 to cover such cash outlays as may be required by EEINC during the term of the interim agreement with AEC referred to above, the notes evidencing such borrowing to mature on August 3, 1953, and as security for such loan EEINC has agreed to assign to said bank the moneys due or which may become due to EEINC under said interim agreement and under the subscription agreement with the Sponsoring Companies hereinafter referred to, to the extent necessary to repay such loan.

6. The 14,000 shares of capital stock of EEINC originally purchased by Petitioner were acquired by it pursuant to authority granted by order of this Commission dated December 8, 1950 in Case No. 12,064, and authority is requested in this application for the acquisition by Petitioner of 10,800 additional shares of such capital stock pursuant to the subscription agreement between the Sponsoring Companies and EEINC, a copy of which is filed herewith as Exhibit C.

7. The Sponsoring Companies, including Petitioner, have agreed with EEINC to supply interim power to enable EEINC to fulfill its obligations

with respect to the delivery of interim power to AEC, and to deliver supplemental power to EEINC, up to 150,000 Kw, when necessary to enable EEINC to fulfill its obligation to deliver permanent power to AEC. The Sponsoring Companies have also agreed to purchase, in proportion to their respective stock participations, any surplus power from EEINC's generating station not required for delivery to AEC. It is estimated that when the entire generating station of EEINC is in full scale operation there will be available to the Sponsoring Companies, at an economical cost, in excess of 1,500,000,000 Kwh of energy of which Petitioner's share will be approximately 600,000,000 Kwh.

8. Petitioner submits that its additional investment in the capital stock of EEINC will contribute to the national defense program and will be in the public interest. Upon consummation of the arrangements outlined above Petitioner's system will have an additional efficient and economical source of power to meet the expanding requirements of the public in its service areas.

9. A certified copy of the proceedings of the Board of Directors of Petitioner with respect to the acquisition of the additional capital stock of EEINC is attached hereto marked Exhibit D; and a certified list of the certificates of Petitioner's stock outstanding at September 30, 1952 is attached hereto and marked Exhibit E.

WHEREFORE, Petitioner prays that an order be issued authorizing it to acquire for cash at the par value thereof 10,800 additional shares of capital stock, of the par value of $100 per share, of Electric Energy, Inc., in accordance with and subject to the terms of the subscription agreement filed herewith as Exhibit C, and for such other order or orders as the Commission may deem proper in the premises.

Dated at St. Louis, Missouri, this 21st day of November, 1952.

UNION ELECTRIC COMPANY OF MISSOURI

By [signature]
Vice President

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

John A. Woodbridge, being duly sworn, makes oath and says that he is a Vice President of the Petitioner, Union Electric Company of Missouri, and that the matters and things set forth in the foregoing petition and annexed exhibits are true to the best of his knowledge, information and belief.

J. A. Woodbridge

Subscribed and sworn to before me this 21st day of November, 1952.

O. W. Johnson
Notary Public

My commission expires April 19, 1954

EXHIBIT "A"

UNION ELECTRIC COMPANY OF MISSOURI

SEPTEMBER 30, 1952

1. Amount and kinds of stock authorized:

Kind	Shares	Par Value	Amount
Preferred	750,000	No Par	-
Common	12,000,000	No Par	-

2. Amount and kinds of stock issued and outstanding:

Kind	Shares	Par Value	Amount
Preferred:			
Preferred, $4.50 Series	213,597	No Par	$21,359,700
Preferred, $4.00 Series	150,000	No Par	15,000,000
Preferred, $3.70 Series	40,000	No Par	4,000,000
Preferred, $3.50 Series	130,000	No Par	13,000,000
Common	11,450,000	No Par	88,000,000

3. Terms of preference of all preferred stock:

The Preferred Stock is entitled to cumulative cash dividends when and as declared out of funds legally available therefor, at the rate of $4.50 per annum in the case of the Preferred Stock, $4.50 Series, at the rate of $3.70 per annum in the case of the Preferred Stock, $3.70 Series, at the rate of $3.50 per annum in the case of the Preferred Stock, $3.50 Series, and at the rate of $4.00 per annum in the case of the Preferred Stock, $4.00 Series, and is preferred as to assets in event of liquidation, dissolution or winding up of the affairs of the Company. (Complete statement of preference of all preferred stock is set forth in photostatic copy of Certificate of Amendment to the Articles of Incorporation filed with the Commission under Case No. 9,638; in the statement setting forth the specific terms of the Preferred Stock, $4.50 Series, filed with the Commission under Cases Nos. 10,050 and 10,448; in statement setting forth the specific terms of the Preferred Stock, $3.70 Series, filed with the Commission under Cases Nos. 10,194 and 10,698, consolidated; in statement setting forth the specific terms of the Preferred Stock, $3.50 Series, filed with the Commission under Case No. 10,795; and in the statement setting forth the specific terms of the Preferred Stock, $4.00 Series, filed with the Commission under Case No. 11,730.)

4. and 5. Mortgages and bonds.

Name of Trustee	Date of Execution	Maturity	Total Par Authorized	Value Outstanding	Rate	Interest When Payable
			First Mortgage and Collateral Trust Bonds			
St. Louis Union Trust Company	5-1-41	5-1-71	Unlimited	$90,000,000	3-3/8%	5-1 and 11-1
"	10-1-45	10-1-75	Unlimited	13,000,000	2-3/4%	4-1 and 10-1
"	12-1-50	12-1-80	Unlimited	25,000,000	2-7/8%	6-1 and 12-1
"	5-1-52	5-1-82	Unlimited	30,000,000	3-1/4%	5-1 and 11-1
			Debentures*			
Mercantile Trust Co.	5-1-48	5-1-68	$25,000,000	$24,375,000	3%	5-1 and 11-1

* Not secured by mortgage

6. Other indebtedness than bonded indebtedness:

As shown on Balance Sheet.

7.

EXHIBIT "A"
(Financial Condition of Petitioner) Cont'd.

Amount of interest paid or accrued during twelve months ended September 30, 1952 and the rate thereof:

First Mortgage and Collateral Trust Bonds, 3 3/8% Series due 1971, due 5/1/71	3 3/8%	$3,037,500.00
First Mortgage and Collateral Trust Bonds, 3 1/4% Series due 1982, due 5/1/82	3 1/4%	395,416.67
First Mortgage and Collateral Trust Bonds, 2 7/8% Series due 1980, due 12/1/80	2 7/8%	718,750.00
First Mortgage and Collateral Trust Bonds, 2 3/4% Series due 1975, due 10/1/75	2 3/4%	357,500.00
3% Debentures due May 1, 1968	3%	744,375.00
Short-term Bank Loans	2 3/4%	105,225.68
Customer's Surety Deposits	6%	7,992.00
Total interest paid or accrued during twelve months ended September 30, 1952		$5,366,759.35

8. Rate and amount of dividends paid during the previous five years:

	Preferred Rate	Preferred Amount	Common Rate	Common Amount	Total Amount
1947	$4.50 per sh.on 213,597 shares	961,186.50			
	$3.70 per sh.on 40,000 shares	148,000.00			
	$3.50 per sh.on 130,000 shares	455,000.00	$3.00 per sh.on 2,695,000 shares	$ 8,085,000.00	$ 9,649,186.50
1948	$4.50 per sh.on 213,597 shares	961,186.50	$ .75 per sh.on 2,695,000 shares	2,021,250.00	
	$3.70 per sh.on 40,000 shares	148,000.00	$1.50 per sh.on 2,795,000 shares	4,192,500.00	
	$3.50 per sh.on 130,000 shares	455,000.00	$ .22 per sh.on 9,782,500 shares	2,152,150.00	9,930,086.50
1949	$4.50 per sh.on 213,597 shares	961,186.50			
	$1.00 per sh.on 150,000 shares	150,000.00			
	$3.70 per sh.on 40,000 shares	148,000.00	$ .44 per sh.on 9,782,500 shares	4,304,300.00	
	$3.50 per sh.on 130,000 shares	455,000.00	$ .64 per sh.on 10,150,000 shares	6,496,000.00	12,514,486.50
1950	$4.50 per sh.on 213,597 shares	961,186.50			
	$4.00 per sh.on 150,000 shares	600,000.00	$ .25 per sh.on 10,150,000 shares	2,537,500.00	
	$3.70 per sh.on 40,000 shares	148,000.00	$ .25 per sh.on 10,500,000 shares	2,625,000.00	
	$3.50 per sh.on 130,000 shares	455,000.00	$ .50 per sh.on 10,850,000 shares	5,425,000.00	12,751,686.50
1951	$4.50 per sh.on 213,597 shares	961,186.50			
	$4.00 per sh.on 150,000 shares	600,000.00			
	$3.70 per sh.on 40,000 shares	148,000.00			
	$3.50 per sh.on 130,000 shares	455,000.00	$1.00 per sh.on 11,450,000 shares	11,450,000.00	13,614,186.50
1/1/52 to 9/30/52	$3.375 per sh.on 213,597 shares	720,889.88			
	$3.00 per sh.on 150,000 shares	450,000.00			
	$2.775 per sh.on 40,000 shares	111,000.00			
	$2.625 per sh.on 130,000 shares	341,250.00	$ .75 per sh.on 11,450,000 shares	8,587,500.00	10,210,639.88

9. Detailed statement of earnings and expenditures for and balance sheet showing conditions at close of twelve months ended September 30, 1952:

EXHIBIT "A"
(Financial Condition
of Petitioner) cont'd.

UNION ELECTRIC COMPANY OF MISSOURI

INCOME STATEMENT

TWELVE MONTHS ENDED SEPTEMBER 30, 1952

Operating revenues:	
Electric	$59,289,626.19
Heating	2,141,093.72
Total operating revenues	$61,430,719.91
Operating expenses:	
Operating expenses (including power purchased from subsidiary of $21,234,266.98)	33,964,102.23
Maintenance	2,501,216.19
Taxes, other than income taxes	4,635,854.66
Provision for federal and state income taxes	3,962,800.00
Provision for depreciation	4,463,359.79
Total operating expenses	$49,527,332.89
Net operating income	$11,903,387.02
Non-operating income:	
Dividends on stocks of subsidiaries	6,971,625.00
Other non-operating income, net	9,371.51
Total non-operating income	$ 6,980,996.51
Gross income	$18,884,383.53
Deductions:	
Interest on long-term debt	5,253,541.67
Amortization of premium and expense on debt, net	-180,997.18
Other interest charges	113,217.68
Interest during construction charged to property and plant	-1,106,471.77
Net interest charges	$ 4,079,290.40
Amortization of carrying value of investments in subsidiary	182,000.00
Other deductions, net	85,711.90
Total deductions	$ 4,347,002.30
Net income	$14,537,381.23

This statement reflects the accepted accounting practices of the Company on the basis of interim figures and is subject to audit. It does not include the notes usually accompanying the published financial statements of the Company.

EXHIBIT "B"

(Financial Condition of EEINC) cont'd.

ELECTRIC ENERGY, INC.

BALANCE SHEET - AUGUST 31, 1952

ASSETS

UTILITY PLANT UNDER CONSTRUCTION		$52,391,530.35
CONSTRUCTION FUND ON DEPOSIT WITH TRUSTEE		4,080,899.95
CURRENT ASSETS:		
Cash	$2,581,531.58	
Accounts receivable, etc.	71,388.08	2,652,919.66
UNAMORTIZED BOND EXPENSE, to be amortized over life of bonds		308,905.16
		$59,434,255.12

LIABILITIES

CAPITALIZATION:		
Common stock and surplus -		
Common stock, par value $100 per share - 50,000 shares authorized, 35,000 shares issued and outstanding		$ 3,500,000.00
Earned surplus - August 31, 1951	$ 130,666.66	
Additions - Twelve months ended August 31, 1952 (See Note)	280,000.00	410,666.66
		$ 3,910,666.66
3% first mortgage sinking fund bonds due 1979		55,000,000.00
		$58,910,666.66
CURRENT LIABILITIES:		
Accounts payable (including $69,784.69 to associated companies)	$ 74,838.46	
Interest accrued	448,750.00	523,588.46
		$59,434,255.12

EXHIBIT "B"

ELECTRIC ENERGY, INC.

AUGUST 31, 1952

1. Amount and kinds of stock authorized:

Kind	Shares	Par Value	Amount
Common	50,000	$100	$5,000,000

2. Amount and kinds of stock issued and outstanding:

Kind	Shares	Par Value	Amount
Common	35,000	$100	$3,500,000

3. Terms of preference of all preferred stock:

None.

4. and 5. Mortgages and bonds.

Name of Trustee	Date of Execution	Maturity	Total Par Authorized	Value Outstanding	Rate	Interest When Payable
			First Mortgage Sinking Fund Bonds			
St. Louis Union Trust Company	6-1-51	12-1-79	$100,000,000	$55,000,000	3%	6-1 and 12-1

6. Other indebtedness than bonded indebtedness:

As shown on Balance Sheet.

7. Amount of interest paid or accrued during twelve months ended August 31, 1952 and the rate thereof:

3% First Mortgage Sinking Fund Bonds, Due December 1, 1979	3%	$ 852,083.36
Commitment fees at the rate of 1/2 of 1% per annum on the unpurchased principal amount of Bonds which the Purchasers are required to purchase under the Company's Bond Purchase Agreements dated June 1, 1951	0.5%	645,625.02
Total interest paid or accrued during twelve months ended September 30, 1952		$1,497,708.38

8. Rate and amount of dividends paid during the previous five years.

None.

9. Detailed statement of earnings and expenditures for and balance sheet showing conditions at close of twelve months ended August 31, 1952:

UNION ELECTRIC COM

BALANCE S

SEPTEMBER 3

ASSETS

Property and plant:		
Utility properties, at original cost -		
Tangible	$227,752,710.37	
Intangible	281,887.62	
Other physical properties (at cost or less)	133,216.06	
	$228,167,814.05	
Investments (at cost or less):		
Capital stocks of subsidiaries	155,730,841.58	
Common stock of Electric Energy, Inc.	1,400,000.00	
	$157,130,841.58	
Current and working assets:		
Cash	3,520,970.55	
United States Government Securities, at cost (approximate market)	499,958.53	
Deposits for payment of dividends, and other deposits	798,003.18	
Accounts receivable - trade	3,465,128.71	
Other accounts and notes receivable	284,981.39	
Less reserve for doubtful accounts and notes	-75,582.86	
Accounts receivable from subsidiaries	94,820.08	
Materials and supplies (at average cost or less) -		
Fuel	313,516.86	
Merchandise	124,345.18	
Construction and maintenance	2,073,902.81	
	$ 11,100,044.43	
Deferred charges:		
Prepaid expenses	77,228.98	
Other deferred charges	176,626.56	
	$ 253,855.54	
Commission and selling expense on preferred stock	370,838.81	
	$397,023,394.41	

This statement reflects the accepted accounting practices of the Company on the basis of inte
the published financial statements of the Company.

ELECTRIC COMPANY OF MISSOURI

BALANCE SHEET

SEPTEMBER 30, 1952

EXHIBIT "A"
(Financial Condition
of Petitioner) cont'd.

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LIABILITIES

Capital stock:	
Preferred stock, without par value (entitled to cumulative dividends), authorized 750,000 shares - stated value of shares outstanding, $100 per share -	
$4.50 Series - outstanding 213,597 shares	$ 21,359,700.00
$4.00 Series - outstanding 150,000 shares	15,000,000.00
$3.70 Series - outstanding 40,000 shares	4,000,000.00
$3.50 Series - outstanding 130,000 shares	13,000,000.00
	$ 53,359,700.00
Common stock, without par value, authorized 12,000,000 shares - outstanding 11,450,000 shares	88,000,000.00
	$141,359,700.00
Premium on preferred stock	1,470,481.00
Long-term debt:	
First mortgage and collateral trust bonds -	
3-3/8% Series due 1971	90,000,000.00
3-1/4% Series due 1982	30,000,000.00
2-7/8% Series due 1980	25,000,000.00
2-3/4% Series due 1975	13,000,000.00
3% Debentures due 1968	24,375,000.00
	$182,375,000.00
Current and accrued liabilities:	
Accounts payable - trade	184,105.03
Payrolls payable	441,876.93
Accounts payable to subsidiaries	1,794,944.51
Taxes accrued	6,449,020.15
Interest accrued	2,415,466.06
Dividends declared	541,046.63
Customers' deposits	445,154.76
Other current and accrued liabilities	644,863.87
	$ 12,916,477.94
Unamortized premium, less expense, on debt	3,727,165.59
Contributions by customers for construction of property	1,110,552.15
Reserves:	
Depreciation and retirement of property and plant	39,446,974.69
Casualties and other	961,759.87
	$ 40,408,734.56
Capital surplus	3,293,963.02
Earned surplus	10,361,320.15
	$397,023,394.41

sis of interim figures and is subject to audit. It does not include the notes usually accompanying

EXHIBIT "B"

(Financial Condition of EEIRC) cont'd.

ELECTRIC ENERGY, INC.

NOTES TO BALANCE SHEET

The additions to earned surplus during the twelve months ended August 31, 1952 represent the following transactions:

Interest expense -	
Interest on bonds outstanding	$ 852,083.36
Commitment fee on bonds unsold	645,625.02
	$1,497,708.38
Less -	
Interest income on temporary investment in United States Government Securities (after Federal income tax of $397.93)	518.73
Interest during construction charged to property and plant	1,777,189.65
Balance representing 8% on common stock during the period	$ 280,000.00

During the construction period, the Company is furnishing the Atomic Energy Commission with electric power purchased from the Sponsoring Companies. The Company bills and collects for such power at cost from the Sponsoring Companies ($187,962.65 during the twelve months ended August 31, 1952).

* * * * * * *

This statement reflects the accepted accounting practices of the Company on the basis of interim figures and is subject to audit. It does not include the notes usually accompanying the published financial statements of the Company.

EXHIBIT "C"

Electric Energy, Inc.,
Joppa,
Illinois.

Dear Sirs:

1. Each of the undersigned, acting severally and not jointly, hereby subscribes to the number of shares of capital stock of Electric Energy, Inc. set opposite its name in paragraph 2 below and agrees to purchase said shares and pay for the same at the rate of $100 per share upon the due execution and delivery of an amended Power Contract between you and the United States of America acting by and through the Atomic Energy Commission, substantially in the form attached as Appendix A to the Interim Agreement dated October 14, 1952, between you and the Atomic Energy Commission (which Interim Agreement bears Atomic Energy Commission No. AT-(40-1)-1531 and a copy of which is attached as Exhibit B to a certain agreement dated as of October 1, 1952 between Electric Energy, Inc. and Guaranty Trust Company of New York); provided however, that if said amended Power Contract shall fail to be so executed and delivered by August 1, 1953, the subscription agreement herein set forth shall be and become null and void and of no further force or effect except as expressly provided below in paragraph 3.

2. The numbers of shares to be purchased pursuant hereto by the undersigned respectively are as follows:

Central Illinois Public Service Company	5,400
Illinois Power Company	5,400
Kentucky Utilities Company	2,700
Middle South Utilities, Inc.	2,700
Union Electric Company of Missouri	10,800

3. We understand that in order to finance your cash requirements for the carrying out of said Interim Agreement, you are making arrangements with Guaranty Trust Company of New York for the borrowing of not exceeding $2,000,000. We further understand that Guaranty Trust Company of New York desires assurances that, in the event said amended Power Contract shall fail to be entered into as provided in Paragraph 5 of said Interim Agreement for any reason, you will be in a position to repay such borrowing. In order to induce Guaranty Trust Company of New York to lend you not exceeding $2,000,000 as mentioned above, and in consideration of their so doing, we

hereby agree with you and with said Guaranty Trust Company of New York as follows:

(a) In the event that the Power Contract shall not be entered into by August 1, 1953 as provided in Paragraph 5 of said Interim Agreement and a claim for reimbursement under said Paragraph 5 shall not be filed by Electric Energy, Inc. by August 30, 1953, the undersigned, acting severally and not jointly, agree that they will forthwith purchase and pay for capital stock of Electric Energy, Inc. under their respective subscriptions herein set forth to such extent as may be required to satisfy any indebtedness then owing by Electric Energy, Inc. to Guaranty Trust Company of New York.

(b) In the event that the Power Contract shall not be entered into by August 1, 1953 as provided in Paragraph 5 of said Interim Agreement and a claim for reimbursement under said Paragraph 5 shall be filed by Electric Energy, Inc. by August 30, 1953, and the United States of America, for any reason, does not on or before December 1, 1953 reimburse Electric Energy, Inc., pursuant to Paragraph 5 of said Interim Agreement, in an amount sufficient to satisfy any indebtedness then owing by Electric Energy, Inc. to Guaranty Trust Company of New York, the undersigned, acting severally and not jointly, agree that they will forthwith purchase and pay for capital stock of Electric Energy, Inc. under their respective subscriptions herein set forth to such extent as may be required to satisfy said indebtedness.

(c) We agree, so long as the Credit provided for in a certain agreement dated as of October 1, 1952 between you and said Guaranty Trust Company of New York remains effective, that we will not sell, assign, transfer, pledge or otherwise dispose of those shares of the capital stock of Electric Energy, Inc. which we own at the present time and that we will, if it becomes necessary for you to issue hereunder additional shares of your capital stock to satisfy your indebtedness to Guaranty Trust Company of New York, vote the shares we then own in approval of the issuance of such additional shares.

(d) We hereby consent to the pledge of this agreement to Guaranty Trust Company of New York in connection with said borrowing.

4. This agreement and the performance hereof are in all respects subject to the securing of necessary governmental regulatory consents and approvals.

5. If this letter correctly evidences the understanding between us, will you please sign the acceptance on the enclosed copies hereof and return one of such signed copies to each of the undersigned.

Very truly yours,

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY

By M. S. LUTHRINGER

ILLINOIS POWER COMPANY

By ALLAN VAN WYCK

KENTUCKY UTILITIES COMPANY

By R. M. WATT

MIDDLE SOUTH UTILITIES, INC.

By E. H. DIXON

UNION ELECTRIC COMPANY OF MISSOURI

By R. E. MOODY
Vice President

ACCEPTED, November 19, 1952.

ELECTRIC ENERGY, INC.

By TURNER WHITE, JR.
Vice President

ACCEPTED, November 19, 1952.

GUARANTY TRUST COMPANY OF NEW YORK

By HERBERT P. McCABE
Second Vice President

EXHIBIT "D"

CERTIFIED COPY OF PREAMBLES AND RESOLUTIONS ADOPTED AT THE REGULAR MONTHLY MEETING OF THE BOARD OF DIRECTORS OF UNION ELECTRIC COMPANY OF MISSOURI HELD ON MONDAY, OCTOBER 27, 1952

The President stated that the Atomic Energy Commission had been negotiating for some months with Electric Energy, Inc. for a supply of 235,000 kilowatts of power and energy for a large expansion of the Commission's facilities at its Paducah Project, in addition to the 500,000 kilowatts now covered by the existing power contract between that company and the Commission dated May 4, 1951, and that such negotiations had resulted in an agreement between Electric Energy, Inc. and the Commission covering an interim period up to and including August 1, 1953, and he presented to the meeting copies of the following instruments, which, on motion duly adopted, were ordered filed with the records of the Company:

1. Interim Agreement between Electric Energy, Inc. and the Atomic Energy Commission dated October 9, 1952 and accepted by the Commission on October 14, 1952, to which was attached a form of Power Contract amending in its entirety the power contract of May 4, 1951;

2. Proof of New Bond Purchase Agreements between Electric Energy, Inc. and Metropolitan Life Insurance Company and The Prudential Insurance Company of America covering the sale and purchase of up to $65,000,000 of 3 3/4% First Mortgage Sinking Fund Bonds, due March 1, 1982, of Electric Energy, Inc., to which was attached a form of Amended Intercompany Agreement between Electric Energy, Inc., the Sponsoring Companies (Central Illinois Public Service Company, Illinois Power Company, Kentucky Utilities Company, Middle South Utilities, Inc. and Union Electric Company of Missouri) and St. Louis Union Trust Company, as Trustee under Electric Energy, Inc.'s First Mortgage and Deed of Trust dated June 1, 1951;

3. Proof of First Supplemental Indenture to be dated as of March 1, 1953, supplementing and modifying the above mentioned Mortgage and Deed of Trust;

4. Form of loan agreement between Electric Energy, Inc. and Guaranty Trust Company of New York providing for a loan to Electric Energy, Inc. of up to $2,000,000 to August 3, 1953;

5. Form of subscription agreement between the Sponsoring Companies and Electric Energy, Inc. for 27,000 additional shares of capital stock of Electric Energy, Inc.

The President explained that the Congress in authorizing the Atomic Energy Commission to enter into long term power contracts, under the Supplemental Appropriation Act of 1953, had restricted to $57,000,000 the Commission's obligational authority for cancellation costs under all such contracts entered into under such Act, and that the Commission had advised that only $7,500,000 of such amount could be alloted to a new contract with Electric Energy, Inc., which is far less than an equitable maximum cancellation cost to cover the risks of cancellation involved in the construction of additional facilities at Electric Energy, Inc.'s Joppa Plant to supply the additional power requested by the Commission. Accordingly, under the Interim Agreement, Electric Energy, Inc. agreed to place orders immediately for additional equipment and proceed with the construction of the additional facilities during an interim period through August 1, 1953, and that company and the Commission agreed to enter into the Amended Power Contract attached to the Interim Agreement on or before August 1, 1953 provided that the Commission should then have adequate legal authority to do so and to pay the cancellation costs therein provided for in the event of cancellation, failing which the Commission would reimburse Electric Energy, Inc. for all costs incurred under the Interim Agreement not exceeding $7,500,000.

He then stated that it was proposed to finance the major part of the cost of Electric Energy, Inc.'s expansion program through the sale to Metropolitan Life Insurance Company and The Prudential Insurance Company of America of up to $65,000,000 of 3 3/4% First Mortgage Sinking Fund Bonds due March 1, 1982 of Electric Energy, Inc., of which up to $4,000,000 would be available for financing the completion of the original facilities at the Joppa Plant, and that such insurance companies were agreeable to the modification of Electric Energy, Inc.'s Mortgage to permit the issue of the additional bonds. In connection therewith, the Sponsoring Companies would be expected to enter into an Amended Intercompany Contract with Electric Energy, Inc. and the Trustee under its Mortgage, He further stated that none of such additional bonds would be issued unless the Amended Power Contract with the Atomic Energy Commission should be entered into, and that in order to provide itself with funds to meet cash outlays during the interim period Electric Energy, Inc. was arranging with Guaranty Trust Company of New York for a loan of up to $2,000,000 to August 3, 1953, repayment of which would be secured by the pledge of the Interim Agreement and the Subscription Agreement of the Sponsoring Companies.

Under the Subscription Agreement the Sponsoring Companies would provide additional equity capital for the expansion program through the purchase of 27,000 additional shares of capital stock, of the par value of $100 per share, of Electric Energy, Inc. in the same proportions as the original purchases of such capital stock, and this Company's subscription would be for 10,800 of such additional shares for $1,080,000. The obligation to purchase such additional stock is to be conditioned upon the execution of the Amended Power Contract on or before August 1, 1953, except to the extent necessary to provide funds for the repayment of the loan from Guaranty Trust Company of New York in case the Amended Power Contract is not entered into.

The President then recommended that the Board authorize all action to be taken by this Company in order to carry out the program outlined at the meeting.

After full discussion, on motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that, subject to the execution and delivery on or before August 1, 1953, by Electric Energy, Inc. and the United States of America acting by and through the United States Atomic Energy Commission of a Power Contract substantially in the form of the Power Contract attached to the Interim Agreement (Contract No. AT-(40-1)-1531) presented to this meeting, the officers of this Company be and hereby are authorized and directed to execute and deliver, on behalf of this Company, an Amended Intercompany Agreement between Electric Energy, Inc., party of the first part, Central Illinois Public Service Company, Illinois Power Company, Kentucky Utilities Company, Middle South Utilities, Inc. and Union Electric Company of Missouri, parties of the second part, and St. Louis Union Trust Company, as Trustee, party of the third part, in substantially the form presented to this meeting, with such changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by their execution thereof and, subject to the execution and delivery of such Power Contract

as aforesaid, the officers of this Company be and hereby are authorized, at such time as they deem advisable, to execute and deliver, on behalf of this Company, an amended Interim, Supplemental and Surplus Power Agreement in such form as the officers executing the same may approve, such approval to be conclusively evidenced by their execution thereof, amending the Interim, Supplemental and Surplus Power Agreement dated May 14, 1951 between Electric Energy, Inc. and the corporations named above as parties of the second part to the Amended Intercompany Agreement; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to execute and deliver, on behalf of this Company, a Subscription Agreement for the purchase of 10,800 shares of capital stock, of Electric Energy, Inc., for cash at the par value thereof of $100 per share, in substantially the form presented to this meeting, with such changes therein as the officer or officers executing the same may approve, such approval to be conclusively evidenced by his or their execution thereof, and, subject to the approval of regulatory authorities having jurisdiction, to effect the purchase of such shares or any part thereof in accordance with and subject to the terms of such agreement; and that this Company hereby consents to the pledge of such agreement with Guaranty Trust Company of New York in connection with the borrowing by Electric Energy, Inc. from said bank of up to $2,000,000; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to cause proxies in respect of the 14,000 shares of capital stock of Electric Energy, Inc. now owned by this Company to be executed and delivered and voted at a meeting of stockholders of Electric Energy, Inc., and at any and all adjournments thereof, for the purpose of increasing the capital stock of Electric Energy, Inc.; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to make application to the Public Service Commission of Missouri for authorization to acquire 10,800 additional shares of capital stock of the par value of $100 per share, of Electric Energy, Inc.; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to prepare or cause to be prepared and to file with the Securities and Exchange Commission, or to join with other companies in so doing, such applications and declarations pursuant to the applicable sections of the Public Utility Holding Company Act of 1935, and the Rules and Regulations of such Commission thereunder, for the approval of the acquisition by this Company of 10,800 additional shares of capital stock, of the par value of $100 per share, of Electric Energy, Inc., and such other approvals as may be incident thereto, and such amendments to any such application or declaration and such further applications or declarations and amendments thereto under said Act and such Rules and Regulations, as they may deem necessary or advisable in connection therewith; that J. W. McAfee, President, or R. E. Moody, Executive Vice President, or Dudley Sanford, A. H. Schettler, or John A. Woodbridge, Vice Presidents, be and hereby is authorized to execute any such application, declaration or amendment, and E. J. Shapiro, Secretary, or H. G. Niewoehler, Assistant Secretary, be and hereby is authorized to affix the corporate seal to any such application, declaration or amendment and to attest the same; that Daniel James, Esq. of Cahill, Gordon, Zachry & Reindel, 63 Wall Street, New York, N. Y., be and hereby is designated as the person authorized to receive notices and communications from the Securities and Exchange Commission with respect to any such application, declaration or amendment, and E. J. Shapiro be and hereby is designated as the person to receive copies of any such notices or communications on behalf of this Company; and that the officers of this Company be and hereby are authorized in their discretion to execute and deliver, on behalf of this Company, a power of attorney to each member of the firm of Cahill, Gordon, Zachry & Reindel and Robert Krones, Esq. to execute in the name, place and stead of this Company, and file with the Securities and Exchange Commission any and all such applications or declarations and amendments thereto and all instruments necessary or incidental in connection therewith; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to do or cause to be done all such acts and things, including the execution and delivery of such instruments, and effecting such filings with regulatory authorities, as they may deem necessary or advisable in order to carry into effect the purpose and intent of the foregoing resolutions.

I hereby certify that the foregoing is a true and correct copy of preambles and resolutions adopted at the regular monthly meeting of the Board of Directors of Union Electric Company of Missouri, held pursuant to due notice at 315 North Twelfth Boulevard, St. Louis, Missouri, on Monday, October 27, 1952, and that such preambles and resolutions are still in full force and effect.

Novmeber 21, 1952

E J Shapiro
Secretary.

UNION ELECTRIC COMPANY OF MISSOURI EXHIBIT "E"

Certified List of Certificates of Outstanding Stock

I, E. J. Shapiro, Treasurer of Union Electric Company of Missouri, do hereby certify that the following is a true and correct list of the holders of all shares of common stock of said company outstanding on September 30, 1952, said shares being without par or nominal value; and I do further certify that said company was paid in lawful money of the United States Twenty Dollars ($20.00) or its equivalent for each of 975,000 shares, Twenty-Five Dollars ($25.00) or its equivalent for each of 1,720,000 shares, and Fifty Dollars ($50.00) for each of 100,000 shares of common stock when the same were originally issued; that on December 14, 1948 each of the 2,795,000 shares as originally issued were exchanged for three and one-half shares as changed by an amendment to the Articles of Incorporation dated December 13, 1948, without any change in the aggregate stated capital; and that 367,500 shares of common stock were issued on June 30, 1949 for $5,000,000, 350,000 shares of common stock were issued on April 4, 1950 for $5,000,000, 350,000 shares of common stock were issued on June 28, 1950 for $5,000,000 and 600,000 shares of common stock were issued on December 29, 1950 in exchange for 1,500,000 shares of common stock of Missouri Power & Light Company having an underlying book value of $8,152,969.95.

Certificate	Name	Date	Shares
NC 11	G. H. Hartwein	Dec. 14, 1948	1
NC 12	John A. Woodbridge	"	1
NC 13	Ralph E. Moody	"	1
NC 14	C. E. Michel	"	1
NC 15	J. W. McAfee	"	1
NC 17	E. J. Shapiro	"	1
NC 18	David R. Calhoun	"	1
NC 19	Benjamin M. Loeb	"	1
NC 35	Dudley Sanford	Feb. 27, 1950	1
NC 1 to NC 10 and NC 20 to NC 33	The North American Company	Dec. 14, 1948	9,782,491
NC 34	The North American Company	June 30, 1949	367,500
NC 36	The North American Company	Apr. 4, 1950	350,000
NC 38	The North American Company	June 28, 1950	350,000
NC 39	The North American Company	Dec. 29, 1950	600,000

I do further certify that there were outstanding on September 30, 1952, 213,597 shares of Preferred Stock, $4.50 Series, without par value, 150,000 shares of Preferred Stock, $4.00 Series, without par value, 40,000 shares of Preferred Stock, $3.70 Series, without par value, and 130,000 shares of Preferred Stock, $3.50 Series, without par value, having a stated value of One Hundred Dollars ($100.00) per share.

E J Shapiro

Treasurer.