

UNION ELECTRIC COMPANY
BALANCE SHEET
March 31, 2003
(In Millions, Except Per Share Amounts)

	Per Books	Pro Forma Adjustments (See Pages #3& 4)	As Adjusted
ASSETS:			
Property and plant, at original cost:			
Electric	10,494		10,494
Gas	271		271
Other	37		37
	10,802		10,802
Less accumulated depreciation and amortization	5,088		5,088
	5,714		5,714
Construction work in progress:			
Nuclear fuel in process	82		82
Other	297		297
Total property and plant, net	6,093		6,093
Investments and other assets:			
Nuclear decommissioning trust fund	172		172
Other assets	238	(1) (C)	233
		16 (D)	
Total investments and other assets	410	15	425
Current assets:			
Cash and cash equivalents	118	1,500 (A)	562
		(23) (D)	
Accounts receivable - trade (less allowance for doubtful accounts of \$5)	171		171
Unbilled revenue	89		89
Miscellaneous accounts and notes receivable	54		54
Materials and supplies, at average cost -			
Fossil fuel	55		55
Other	92		92
Other current assets	23		23
Total current assets	602	444	1,046
Regulatory assets:			
Deferred income taxes	500		500
Other	276	2 (C)	285
		7 (D)	
Total regulatory assets	776	9	785
Total Assets	7,881	468	8,349
CAPITAL AND LIABILITIES:			
Capitalization:			
Common stock, \$5 par value, 150.0 shares authorized -			
102.1 shares outstanding	511		511
Other paid-in capital, principally premium on common stock	702		702
Retained earnings	1,462	(57) (C)	1,433
		28 (H)	
Accumulated other comprehensive income	(59)		(59)
Total common stockholder's equity	2,616	(29)	2,587
Preferred stock not subject to mandatory redemption	113		80
Long-term debt	1,862	1,500 (A)	2,695
Total capitalization	4,591	1 (C)	5,362
		771	
Current liabilities:			
Current maturity of long-term debt	135		135
Intercompany notes payable	332		-
Accounts and wages payable	155		155
Accumulated deferred income taxes	3		3
Taxes accrued	178	(35) (C)	159
		19 (H)	
Other current liabilities	96	95 (C)	144
		(44) (H)	
Total current liabilities	899	(3) (H)	596
		(303)	
Accumulated deferred income taxes	1,320		1,320
Accumulated deferred investment tax credits	120		120
Asset retirement obligation	391		391
Accrued pension liabilities	261		261
Regulatory liabilities	114		114
Other deferred credits and liabilities	185		185
Total Capital and Liabilities	7,881	468	8,349

UNION ELECTRIC COMPANY
STATEMENT OF INCOME
Twelve Months Ended March 31, 2003
(In Millions)

	Per Books	Pro Forma Adjustments (See Pages 3 & 4)	As Adjusted
OPERATING REVENUES:			
Electric	\$ 2,542		\$ 2,542
Gas	144		144
Total operating revenues	2,686		2,686
OPERATING EXPENSES:			
Operations			
Fuel and purchased power	547		547
Gas	80		80
Voluntary retirement and other restructuring charges	65		65
Other operations and maintenance	821		821
Depreciation and amortization	279		279
Income taxes	206	(38) (E) 19 (F)	187
Other taxes	219		219
Total operating expenses	2,217	(19)	2,198
OPERATING INCOME	469	19	488
OTHER INCOME AND (DEDUCTIONS):			
Allowance for equity funds used during construction	4		4
Miscellaneous, net	(9)		(9)
Total other income and (deductions)	(5)		(5)
INCOME BEFORE INTEREST CHARGES	464	19	483
INTEREST CHARGES:			
Interest	107	95 (E) (44) (F)	158
Allowance for borrowed funds used during construction	(4)		(4)
Net interest charges	103	51	154
NET INCOME	361	(32)	329
PREFERRED STOCK DIVIDENDS	7	(3) (F)	4
NET INCOME AFTER PREFERRED STOCK DIVIDENDS	\$ 354	(57) (E) 28 (F)	\$ 325

UNION ELECTRIC COMPANY
PRO FORMA ADJUSTING ENTRIES
March 31, 2003
(In \$ Millions)

Entry A	Cash	1,500	
	Long-Term Debt		1,500

To reflect new indebtedness by Applicant of proposed New Indebtedness.



To reflect repayment of indebtedness and preferred stock outstanding on 3/31/03. See also Footnote 1.

Entry C	Unamortized Loss on Reacquired Debt	2	
	Unamortized Discount and Premium on Debt		1
	Unamortized Debt Expense		1

To reflect transfer of the remaining balance of net unamortized discount and related debt expense on issues to be reacquired.

Entry D	Unamortized Debt Expense	16	
	Unamortized Loss on Reacquired Debt	7	
	Cash		23

To reflect payment of debt issuance and underwriting fees on proposed New Indebtedness and call premium on early redeemed issues.

Entry E	Interest Charges	95	
	Operating Expenses - Income Taxes		38
	Reduction of Net Income		57

To reflect the effects of annualized interest and amortization of debt issuance and underwriting fees on proposed New Indebtedness, call premium on reacquired issues and unamortized expenses and losses on reacquired debt.

Entry F	Operating Expenses - Income Taxes	19	
	Increase of Net Income	28	
	Interest Charges		44
	Preferred Stock Dividends		3

To reflect the elimination of annualized interest, preferred dividends and amortization expenses and losses on proposed refinanced/reacquired issues outstanding on 3/31/03 or during the 12-month period then ended.

UNION ELECTRIC COMPANY
PRO FORMA ADJUSTING ENTRIES
March 31, 2003
(In \$ Millions)

Entry G	Retained Earnings	57	
	Income Taxes Accrued	38	
	Interest Accrued		95

To reflect the annual effect on retained earnings, as indicated by new issues (Entry E) and the resulting accruals for interest charges and applicable income taxes.

Entry H	Interest Accrued	44	
	Dividends Accrued	3	
	Retained Earnings		28
	Income Taxes Accrued		19

To reflect the annual effect on retained earnings, as indicated refunding (Entry F) and the resulting reductions of accruals for interest charges and applicable effect on income taxes.

Footnotes:

1. Applicant is seeking authority to refinance up to \$799,000,000 in short-term debt outstanding from time to time and of which, \$332,000,000 was outstanding on 3/31/03. The pro forma effect of such refinancing for purposes of issuance of New Indebtedness is reflected in the entries above, but only reflected above for purposes of short-term debt to be refinanced to the extent such short-term debt was outstanding at 3/31/03 - \$332,000,000. The pro forma balance sheet effect of New indebtedness issued to refinance the full amount of authorization sought herein is as follows:

Short-Term Debt	799	
Cash		799

To reflect repayment of outstanding debt.

Cash	799	
Long-Term Debt		799

To reflect issuance of New Indebtedness.