

RUS PROJECT DESIGNATION:

MISSOURI 58-Y8 STE. GENEVIEVE

COPY

SUPPLEMENTAL MORTGAGE

made by and among

CITIZENS ELECTRIC CORPORATION  
150 Merchant Street  
Ste. Genevieve, Missouri 63670,

Mortgagor, and

UNITED STATES OF AMERICA  
Rural Utilities Service  
Washington, D.C. 20250-1500,

Mortgagee, and

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION  
2201 Cooperative Way  
Herndon, Virginia 20171-3025,

Mortgagee

Dated as of June 3, 2002

THIS INSTRUMENT GRANTS A SECURITY INTEREST IN A TRANSMITTING UTILITY.  
THE DEBTOR AS MORTGAGOR IS A TRANSMITTING UTILITY.  
THIS INSTRUMENT CONTAINS PROVISIONS THAT COVER REAL AND PERSONAL PROPERTY, AFTER-ACQUIRED PROPERTY,  
PROCEEDS, FUTURE ADVANCES AND FUTURE OBLIGATIONS.  
THIS INSTRUMENT SECURES FUTURE ADVANCES MADE BY THE MORTGAGEE(S) TO THE MORTGAGOR AND FUTURE  
OBLIGATIONS OF THE MORTGAGOR TO THE MORTGAGEE(S).  
THIS INSTRUMENT SECURES OBLIGATIONS UP TO AND INCLUDING SEVENTY-FIVE MILLION DOLLARS (\$75,000,000.00).  
ORGANIZATIONAL NO. 00071434

SUPPLEMENTAL MORTGAGE, dated as of June 3, 2002 (hereinafter sometimes called this "Supplemental Mortgage"), is made by and among CITIZENS ELECTRIC CORPORATION (hereinafter called the "Mortgagor"), a corporation existing under the laws of the State of Missouri, and the UNITED STATES OF AMERICA acting by and through the Administrator of the Rural Utilities Service (hereinafter called the "Government") and NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION (hereinafter called "CFC"), a corporation existing under the laws of the District of Columbia, and is intended to confer rights and benefits on both the Government and CFC, in accordance with this Supplemental Mortgage and the Original Mortgage (hereinafter defined) (the Government and CFC being hereinafter sometimes collectively referred to as the "Mortgagees").

## RECITALS

WHEREAS, the Mortgagor, the Government and CFC are parties to that certain Restated Mortgage and Security Agreement (the "Original Mortgage" as identified in Schedule "A" of this Supplemental Mortgage) originally entered into among the Mortgagor, the Government acting by and through the Administrator of the Rural Utilities Service (hereinafter called "RUS"), and CFC; and

WHEREAS, the Original Mortgage as the same may have been previously supplemented, amended or restated is hereinafter referred to as the "Existing Mortgage"; and

WHEREAS, the Mortgagor deems it necessary to borrow money for its corporate purposes and to issue its promissory notes and other debt obligations therefor, and to mortgage and pledge its property hereinafter described or mentioned to secure the payment of the same, and to enter into this Supplemental Mortgage pursuant to which all secured debt of the Mortgagor hereunder shall be secured on parity, hereunder and under the Existing Mortgage (this Supplemental Mortgage and the Existing Mortgage, hereinafter sometimes collectively referred to as the "Mortgage"); and

WHEREAS, all of the Mortgagor's Outstanding Notes listed in Schedule "A" hereto are secured *pari passu* by the Existing Mortgage for the benefit of all of the Mortgagees under the Existing Mortgage; and

WHEREAS, the Existing Mortgage provides the terms by which additional *pari passu* obligations may be issued thereunder and further provides that the Existing Mortgage may be supplemented from time to time to evidence that such obligations are entitled to the security of the Existing Mortgage and to add additional Mortgagees; and

WHEREAS, by their execution and delivery of this Supplemental Mortgage the parties hereto do hereby secure the Additional Notes listed in Schedule "A" *pari passu* with the Outstanding Notes under the Existing Mortgage; and

WHEREAS, all acts necessary to make this Supplemental Mortgage a valid and binding legal instrument for the security of such notes and obligations under the terms of the Mortgage, have been in all respects duly authorized;

Now, Therefore, This Supplemental Mortgage Witnesseth: That to secure the payment of the principal of (and premium, if any) and interest on all Notes and all Notes issued hereunder according to their tenor and effect, and the performance of all provisions therein and herein contained, and in consideration of the covenants herein contained and the purchase or guarantee of Notes by the guarantors or holders thereof, the Mortgagor has mortgaged, pledged and granted a continuing security interest in, and by these presents does hereby grant, bargain, sell, alienate, remise, release, convey, assign, transfer, hypothecate, pledge, set over and confirm, pledge, and grant a continuing security interest in for the purposes hereinafter expressed, unto the Mortgagees all property, rights, privileges and franchises of the Mortgagor of every kind and description, real, personal or mixed, tangible and intangible, of the kind or nature specifically mentioned herein or any other kind or nature, except any Excepted Property, set forth on

Schedule "C" hereof owned or hereafter acquired by the Mortgagor (by purchase, consolidation, merger, donation, construction, erection or in any other way) wherever located, including (without limitation) all and singular the following:

- A. all of those fee and leasehold interests in real property set forth in Schedule "B" hereto, subject in each case to those matters set forth in such Schedule; and
- B. all of those fee and leasehold interests in real property set forth in Schedule "B" of the Existing Mortgage or in any restatement, amendment or supplement thereto, subject in each case to those matters set forth in such Schedule; and
- C. all of the kinds, types or items of property, now owned or hereafter acquired, described as Mortgaged Property in the Existing Mortgage or in any restatement, amendment or supplement thereto as Mortgaged Property.

It is further Agreed and Covenanted That the Original Mortgage, as previously restated, amended or supplemented, and this Supplement shall constitute one agreement and the parties hereto shall be bound by all of the terms thereof and, without limiting the foregoing.

- 1. All capitalized terms not defined herein shall have the meaning given in Article I of the Existing Mortgage.
- 2. This Supplemental Mortgage is one of the Supplemental Mortgages contemplated by Article II of the Original Mortgage.
- 3. The Maximum Debt Limit for the Mortgage shall be as set forth in Schedule "A" hereto.

IN WITNESS WHEREOF, CITIZENS ELECTRIC CORPORATION, as Mortgagor, has caused this Supplemental Mortgage to be signed in its name and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, UNITED STATES OF AMERICA, as Mortgagee and NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION, as Mortgagee, have each caused this Supplemental Mortgage to be signed in their respective names by duly authorized persons, all as of this day and year first above written.

CITIZENS ELECTRIC CORPORATION

by

, President

(Seal)

Attest:

Secretary

Executed by the Mortgagor  
in the presence of:

\_\_\_\_\_

\_\_\_\_\_

Witnesses

UNITED STATES OF AMERICA

by

Director - Southern  
Regional Division  
of the  
Rural Utilities Service

Executed by United States of America,  
Mortgagee, in the presence of:

\_\_\_\_\_

\_\_\_\_\_

Witnesses

NATIONAL RURAL UTILITIES COOPERATIVE  
FINANCE CORPORATION

by

Assistant Secretary-Treasurer

(SEAL)

Attest:

Assistant Secretary-Treasurer

Executed by the above-named, Mortgagee, in the  
presence of:

\_\_\_\_\_

\_\_\_\_\_

Witnesses

STATE OF MISSOURI

)

) SS

COUNTY OF

)

On this                      day of                      , 20                      , before me appeared  
and

personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of  
CITIZENS ELECTRIC CORPORATION, a corporation, and that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by  
authority of its Board of Directors, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year last above  
written.

\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires:

DISTRICT OF COLUMBIA

)

SS

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, personally appeared before me \_\_\_\_\_, who, being duly sworn, did say that he is the Director - Southern Regional Division of the Rural Utilities Service, an agency of the United States of America, and acknowledged to me that, acting under a delegation of authority duly given and evidenced by law and presently in effect, he executed said instrument as the act and deed of the United States of America for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF I have heretofore set my hand and official seal the day and year last above written.

Notary Public

(Notarial Seal)

My commission expires: \_\_\_\_\_.

COMMONWEALTH OF VIRGINIA

)

) SS

COUNTY OF FAIRFAX

)

On this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, before me appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is the ASSISTANT SECRETARY-TREASURER of the National Rural Utilities Cooperative Finance Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors and said ASSISTANT SECRETARY-TREASURER acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires: \_\_\_\_\_



## Supplemental Mortgage Schedule A - Part One

### Maximum Debt Limit and Other Information

1. The Maximum Debt Limit is \$75,000,000.00.
2. The Original Mortgage as referred to in the first WHEREAS clause above is more particularly described as follows:

<u>Instrument Title</u>	<u>Instrument Date</u>
Restated Mortgage and Security Agreement	February 1, 1999
Supplemental Mortgage	April 2, 2001

3. The Outstanding Notes referred to in the fourth WHEREAS clause above that are Government Notes are more particularly described as follows:

<u>Loan Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Final Maturity</u>	<u>% Rate<sup>1</sup></u>
N	\$1,613,000.00	17 Jan 1969	17 Jan 2004	2.00
P2	\$1,606,000.00	28 Dec 1972	28 Dec 2007	2.00
R6	\$1,914,000.00	19 Sep 1974	19 Sep 2009	5.00
S6	\$2,747,000.00	16 Jul 1976	16 Jul 2011	5.00
T6	\$3,190,000.00	22 Dec 1977	22 Dec 2012	5.00
U6	\$5,534,000.00	3 Oct 1980	3 Oct 2015	5.00
V6	\$4,133,000.00	17 Mar 1994	17 Mar 2029	5.00
W8 <sup>2</sup>	\$6,983,000.00	1 Feb 1999	31 Dec 2033	V
X8 <sup>3</sup>	\$6,700,000.00	2 Apr 2001	31 Dec 2035	V

---

<sup>1</sup>V=variable interest rate calculated by RUS pursuant to title 7 of the Code of Federal Regulations or by the Secretary of Treasury.  
CFC=an interest rate which may be fixed or variable from time to time as provided in the CFC Loan Agreement pertaining to a loan which has been made by CFC and guaranteed by RUS. CoBank=an interest rate which may be fixed or variable from time to time as provided in the CoBank Loan Agreement pertaining to a loan which has been made by CoBank and guaranteed by RUS.

<sup>2</sup>In addition to this note which the Mortgagor has issued to FFB, the Mortgagor has also issued a corresponding promissory note to RUS designated as the certain "Reimbursement Note" bearing even date therewith. Such Reimbursement Note is payable to the Government on demand and evidences the Mortgagor's obligation immediately to repay RUS, any payment which RUS may make pursuant to the RUS guarantee of such FFB note, together with interest, expenses and penalties (all as described in such Reimbursement Note). Such Reimbursement Note is an "Additional Note issued to the Government" for purposes of this Part One of Schedule A of this Supplemental Mortgage and is entitled to all of the benefits and security of the Mortgage.

<sup>3</sup>See footnote 2 in this Schedule A.

4. The Additional Notes described in the sixth WHEREAS clause above are more particularly described as follows:

<u>Loan Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Final Maturity</u>	<u>% Rate</u> <sup>4</sup>
Y8 <sup>5</sup>	\$11,200,000.00	3 Jun 2002	31 Dec 2031	V

---

<sup>4</sup>See footnote 1 in this Schedule A.

<sup>5</sup>See footnote 2 in this Schedule A.

**SCHEDULE A: Part Two**

The outstanding secured obligations of the Mortgagor referred to in the fourth WHEREAS clause above are evidenced by the Original Notes described below:

**ORIGINAL NOTES issued to CFC**

<u>CFC Loan Designation</u>	<u>Face Amount of Note</u>	<u>Note Date</u>	<u>Maturity Date</u>
MO058-C-9001	\$178,000.00	12/28/1972	03/28/2008
MO058-C-9002	\$478,000.00	09/19/1974	09/19/2009
MO058-C-9004	\$687,000.00	07/16/1976	07/16/2011
MO058-C-9005	\$1,367,000.00	12/22/1977	12/22/2012
MO058-C-9006	\$2,496,000.00	10/03/1980	10/03/2015
MO058-C-9007	\$1,807,143.00	03/17/1994	03/17/2029
MO058-A-9009	\$2,095,000.00	04/22/1999	04/22/2039

**Supplemental Mortgage Schedule B**

**Property Schedule**

THIS PAGE INTENTIONALLY HAS BEEN LEFT BLANK

UNITED STATES DEPARTMENT OF AGRICULTURE  
RURAL UTILITIES SERVICE

BORROWER DESIGNATION M

Exhibit 8  
Page 1 of 20

PERIOD ENDED 12/2001

**FINANCIAL AND STATISTICAL REPORT**

BORROWER NAME AND ADDRESS

CITIZENS ELECTRIC CORP

P.O. Box 311

Ste. Genevieve, MO 63670-

INSTRUCTIONS - For detailed instructions, see RUS Bulletin 1717B-2.

This data will be used by RUS to review your financial situation. Your response is required (7 U.S.C. 901 et seq.) and may be confidential.

**CERTIFICATION**

We recognize that statements contained herein concern a matter within the jurisdiction of an agency of the United States and the making of a false, fictitious or fraudulent statement may render the maker subject to prosecution under Title 18, United States Code Section 1001.

We hereby certify that the entries in this report are in accordance with the accounts and other records of the system and reflect the status of the system to the best of our knowledge and belief.

ALL INSURANCE REQUIRED BY PART 1788 OF 7 CFR CHAPTER XVII, RUS, WAS IN FORCE DURING THE REPORTING PERIOD AND RENEWALS HAVE BEEN OBTAINED FOR ALL POLICIES.

DURING THE PERIOD COVERED BY THIS REPORT PURSUANT TO PART 1718 OF 7 CFR CHAPTER XVII  
(check one of the following)

☒ All of the obligations under the RUS loan documents have been fulfilled in all material respects

☐ There has been a default in the fulfillment of the obligations under the RUS loan documents. Said default(s) is/are specifically described in Part D of this report.

  
Joan Donze, Supervisor of General Accounting

02/25/2002  
DATE

  
Daniel Rodemaker, Chief Executive Officer

02/25/2002  
DATE

USDA-RUS FINANCIAL AND STATISTICAL REPORT		BORROWER DESIGNATION MO0058		
INSTRUCTIONS-See RUS Bulletin 1717B-2		PERIOD ENDED 12/2001		
Exhibit 8 Page 2 of 20				
<b>Part A. Statement of Operations</b>				
ITEM	Year-to-date Last Year (a)	Year-to-date This Year (b)	Year-to-date Budget (c)	This Month (d)
1. Operating Revenue and Patronage Capital	47,678,274	49,613,606	50,157,760	3,665,609
2. Power Production Expense	0	0	0	0
3. Cost of Purchased Power	35,142,529	35,300,038	36,617,245	2,715,378
4. Transmission Expense	563,320	495,681	539,748	67,144
5. Distribution Expense - Operation	1,829,971	2,073,743	1,962,088	159,002
6. Distribution Expense - Maintenance	1,863,306	1,878,384	1,923,055	154,638
7. Consumer Accounts Expense	967,839	1,025,047	1,020,399	84,283
8. Customer Service and Informational Expense	186,854	226,668	243,326	24,015
9. Sales Expense	0	0	0	0
10. Administrative and General Expense	1,317,150	1,467,164	1,403,632	185,024
11. Total Operation & Maintenance Expense (2 thru 10)	41,870,969	42,466,725	43,709,493	3,389,484
12. Depreciation and Amortization Expense	2,169,175	2,267,451	2,359,253	192,316
13. Tax Expense - Property & Gross Receipts	638,328	636,395	662,079	45,368
14. Tax Expense - Other	83,846	85,491	91,872	6,936
15. Interest on Long-Term Debt	1,352,845	1,422,008	1,578,574	126,144
16. Interest Charged to Construction - Credit	0	0	0	0
17. Interest Expense - Other	17,003	22,894	17,400	1,504
18. Other Deductions	25,883	17,149	21,620	3,867
19. Total Cost of Electric Service (11 thru 18)	46,158,049	46,918,113	48,440,291	3,765,619
20. Patronage Capital & Operating Margins (1 minus 19)	1,520,225	2,695,493	1,717,469	( 100,010)
21. Non Operating Margins - Interest	203,405	121,139	202,000	9,781
22. Allowance for Funds Used During Construction	0	0	0	0
23. Income (Loss) from Equity Investments	0	0	0	0
24. Non Operating Margins - Other	( 15,470)	( 10,923)	0	( 911)
25. Generation and Transmission Capital Credits	0	0	0	0
26. Other Capital Credits and Patronage Dividends	63,014	78,917	58,200	0
27. Extraordinary Items	0	0	0	0
28. Patronage Capital or Margins (20 thru 27)	1,771,174	2,884,626	1,977,669	( 91,140)



USDA-RUS FINANCIAL AND STATISTICAL REPORT		BORROWER DESIGNATION MO0058	
INSTRUCTIONS-See RUS Bulletin 1717B-2		PERIOD ENDED 12/2001	Exhibit 8 Page 4 of 20
Part C. Balance Sheet			
ASSETS AND OTHER DEBITS		LIABILITIES AND OTHER CREDITS	
1 Total Utility Plant in Service	83,802,529	29 Memberships	104,680
2 Construction Work in Progress	2,851,756	30 Patronage Capital	33,348,144
3 Total Utility Plant (1 + 2)	86,654,285	31 Operating Margins - Prior Years	0
4 Accum. Provision for Depreciation and Amort.	25,319,269	32 Operating Margins - Current Year	2,774,409
5 Net Utility Plant (3 - 4)	61,335,016	33 Non-Operating Margins	196,817
6 Non-Utility Property (Net)	0	34 Other Margins and Equities	15,059
7 Investments in Subsidiary Companies	0	35 Total Margins & Equities (29 thru 34)	36,439,109
8 Invest. in Assoc. Org. - Patronage Capital	206,146	36 Long-Term Debt - RUS (Net)	10,888,557
9 Invest. in Assoc. Org. - Other - General Funds	0	(Payments - Unapplied)	0
10 Invest. in Assoc. Org. - Other - Nongeneral Funds	1,293,123	37 Long-Term Debt - RUS - Econ. Devel. (Net)	36,291
11 Investments in Economic Development Projects	72,583	38 Long-Term Debt - FFB - RUS Guaranteed	13,522,151
12 Other Investments	165,160	39 Long-Term Debt - Other - RUS Guaranteed	0
13 Special Funds	0	40 Long-Term Debt Other (Net)	4,876,260
14 Total Other Property & Investments (6 thru 13)	1,737,012	41 Total Long-Term Debt (36 thru 40)	29,323,259
15 Cash - General Funds	1,517,015	42 Obligations Under Capital Leases - Noncurrent	0
16 Cash - Construction Funds - Trustee	0	43 Accumulated Operating Provisions	0
17 Special Deposits	0	44 Total Other Noncurrent Liabilities (42 + 43)	0
18 Temporary Investments	3,000,000	45 Notes Payable	0
19 Notes Receivable (Net)	0	46 Accounts Payable	3,129,988
20 Accounts Receivable - Sales of Energy (Net)	2,723,494	47 Consumers Deposits	300,790
21 Accounts Receivable - Other (Net)	56,341	48 Current Maturities Long-Term Debt	991,098
22 Materials and Supplies - Electric & Other	990,281	49 Current Maturities Long-Term Debt-Economic Development	33,500
23 Prepayments	23,359	50 Current Maturities Capital Leases	0
24 Other Current and Accrued Assets	15,929	51 Other Current and Accrued Liabilities	908,084
25 Total Current and Accrued Assets (15 thru 24)	8,326,419	52 Total Current & Accrued Liabilities (45 thru 51)	5,363,460
26 Regulatory Assets	0	53 Regulatory Liabilities	0
27 Other Deferred Debits	105,415	54 Other Deferred Credits	378,034
28 Total Assets and Other Debits (5+14+25 thru 27)	71,503,862	55 Total Liabilities and Other Credits (35+ 41 + 44 + 52 thru 54)	71,503,862



Name of Borrower		Report Year	Report Period
CITIZENS ELECTRIC CORP (MO0058)		2001	12
<b>Part D. Notes to Financial Statements</b>			

Received patronage capital retirement funds from National Rural Utilities Cooperative Finance Corporation on September 5, 2001 in the amount of \$42,090. The retirement represents 70% of the allocation of patronage capital for year 2001, 11.111% of the allocations of patronage capital for years 1991, 1992 and 1993.

Received patronage capital retirement check from Arkansas Electric Cooperative on September 14, 2001 in the amount of \$4,395. The retirement represents 20% of the allocations of capital credits for year 2000.

Received patronage capital retirement check from Southeastern Data Cooperative on February 16, 2001 in the amount of \$1,275. The retirement represents 20% of the allocation of capital credits for year 2001 and 5% of outstanding balance.

Received patronage capital retirement check from Federated Rural Electric Insurance Exchange on April 16, 2001 in the amount of \$4,224.

Received patronage capital retirement check from MFA Oil Company on February 1, 2001 in the amount of \$106. The retirement represents 37% of current years allocation.

Assigned patronage capital from National Rural Utilities Cooperative Finance Corporation in the amount of \$37,418.

Assigned patronage capital from Arkansas Electric Cooperative in the amount of \$21,976.

Southeastern Data Cooperative had not determined their allocation at year end 2001, no amount was recorded.

Assigned patronage capital from Federated Rural Electric Insurance Exchange in the amount of \$19,238.

Assigned patronage capital from MFA Oil Company in the amount of \$285.

USDA-RUS  
**FINANCIAL AND STATISTICAL REPORT**

BORROWER DESIGNATION

MO0058

PERIOD ENDED

12/2001

Exhibit 8

Page 6 of 20

INSTRUCTIONS-See RUS Bulletin 1717B-2

**Part E. Changes in Utility Plant**

PLANT ITEM	Balance Beginning of Year	Additions	Retirements	Adjustments and Transfers	Balance End of Year
Distribution Plant	51,638,776	3,511,489	762,191	0	54,388,074
General Plant	5,040,884	1,117,779	226,425	0	5,932,238
Headquarters Plant	2,955,740	29,617	2,100	0	2,983,257
Intangibles	9,469	0	0	0	9,469
Transmission Plant	20,563,860	25,522	99,891	0	20,489,491
All Other Utility Plant	0	0	0	0	0
Total Utility Plant in Service (1 thru 6)	80,208,729	4,684,407	1,090,607	0	83,802,529
Construction Work in Progress	1,144,128	1,707,628			2,851,756
TOTAL UTILITY PLANT (7 + 8)	81,352,857	6,392,035	1,090,607	0	86,654,285

## MO0058

Exhibit 8

Page 7 of 20

PERIOD ENDED

12/2001

~~INSTRUCTIONS-See RUS Bulletin 1717B-2~~

## Part F. Materials and Supplies

RUS Form 7 (Rev. 10-00) Page 3.2

## MO0058

Exhibit 8

Page 8 of 20

PERIOD ENDED

12/2001

~~INSTRUCTIONS-See RUS Bulletin 1717B-2~~

## Part G. Service Interruptions

[illegible]

MO0058

PERIOD ENDED

Exhibit 8  
Page 9 of 20

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

**Part H. Employee-Hour and Payroll Statistics**

	Amount
1. Number of Full Time Employees	82
2. Employee - Hours Worked - Regular Time	162,144
3. Employee - Hours Worked - Overtime	8,250
4. Payroll - Expensed	2,014,475
5. Payroll - Capitalized	988,880
6. Payroll - Other	661,842

USDA-RUS  <b>FINANCIAL AND STATISTICAL REPORT</b>		BORROWER DESIGNATION <div style="border: 1px solid black; padding: 2px; display: inline-block;">MO0058</div>	
INSTRUCTIONS-See RUS Bulletin 1717B-2		PERIOD ENDED  12/2001	
<b>Part I. Patronage Capital</b>			
ITEM	DESCRIPTION	This Year (a)	Cumulative (b)
1. Capital Credits Distributions	a. General Retirements	1,132,784	11,321,392
	b. Special Retirements	0	0
	c. Total Retirements (a + b)	1,132,784	11,321,392
2. Capital Credits Received	a. Cash Received From Retirement of Patronage Capital by Suppliers of Electric Power	0	
	b. Cash Received From Retirement of Patronage Capital by Lenders for Credit Extended to the Electric System	52,090	
	c. Total Cash Received (a + b)	52,090	

## MO0058

Exhibit 8  
Page 11 of 20

PERIOD ENDED

12/2001

~~INSTRUCTIONS-See RUS Bulletin 1717B-2~~

### Part J. Due From Consumers for Electric Service

	Amount
1. AMOUNT DUE OVER 60 DAYS	24,149
2. AMOUNT WRITTEN OFF DURING YEAR	50,588

## FINANCIAL AND STATISTICAL REPORT

MO0058

Exhibit 8

Page 12 of 20

PERIOD ENDED

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

## Part K. kWh Purchased and Total Cost

Line No.	ITEM (a)	RUS Use Only Supplier Code (b)	kWh Purchased (c)	Total Cost (d)	Average Cost (Cents/kWh) (e)	Included in Total Cost  Fuel Cost Adjustment (f)	Included in Total Cost Wheeling and Other Charges (or credits) (g)
1	Ameren Energy	800012	875,493,719	29,460,441	3.37	0	( 2,003,280)
2	Ameren Energy	800012	250,859,580	5,839,597	2.33	0	363,277
3		0	0	0	0.00	0	0
4		0	0	0	0.00	0	0
5		0	0	0	0.00	0	0
6		0	0	0	0.00	0	0
7		0	0	0	0.00	0	0
8		0	0	0	0.00	0	0
9		0	0	0	0.00	0	0
10		0	0	0	0.00	0	0
11		0	0	0	0.00	0	0
12		0	0	0	0.00	0	0
13		0	0	0	0.00	0	0
14		0	0	0	0.00	0	0
15		0	0	0	0.00	0	0
16		0	0	0	0.00	0	0
17		0	0	0	0.00	0	0
18		0	0	0	0.00	0	0
19		0	0	0	0.00	0	0
20		0	0	0	0.00	0	0
<b>Total</b>			1,126,353,299	35,300,038	3.13	0	( 1,640,003)



## FINANCIAL AND STATISTICAL REPORT

Borrower Designation

MO0058

Exhibit 8  
Page 13 of 20

PERIOD ENDED

12/2001

~~INSTRUCTIONS-See RUS Bulletin 1717B-2~~

## Part L. Long Term Leases

Name of Lessor (a)	Type of Property (b)	Rental This Year (c)
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
		0
Total		0

## FINANCIAL AND STATISTICAL REPORT

BORROWER DESIGNATION

MO0058

Exhibit 8

Page 14 of 20

PERIOD ENDED

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

## Part M. Annual Meeting and Board Data

1. Date of Last Annual Meeting 03/22/2001	2. Total Number of Members 20,660	3. Number of Members Present at Meeting 31	4. Was Quorum Present (Y/N) ? Y
5. Number of Members Voting by Proxy or Mail 18,591	6. Total Number of Board Members 10	7. Total Amount of Fees and Expenses for Board Members 87,101	8. Does Manager Have Written Contract (Y/N) ? N



USDA-RUS  
FINANCIAL AND STATISTICAL REPORT

BORROWER DESIGNATION

MO0058

Exhibit 8  
Page 16 of 20

PERIOD ENDED

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

Part O. Power Requirements Data Base - Annual Summary

CLASSIFICATION	Consumer Sales & Revenue Data	December (a)	Average No. Consumers Served (b)	Total Year to Date (c)
1. Residential Sales (excluding seasonal)	a. No. Consumers Served	22,004	21,894	
	b. kWh Sold			273,628,598
	c. Revenue			18,279,949
2. Residential Sales - Seasonal	a. No. Consumers Served	0	0	
	b. kWh Sold			0
	c. Revenue			0
3. Irrigation Sales	a. No. Consumers Served	0	0	
	b. kWh Sold			0
	c. Revenue			0
4. Comm. and Ind. 1000 KVA or Less	a. No. Consumers Served	2,149	2,136	
	b. kWh Sold			121,230,661
	c. Revenue			7,527,544
5. Comm. and Ind. Over 1000 KVA	a. No. Consumers Served	13	13	
	b. kWh Sold			675,536,396
	c. Revenue			22,139,561
6. Public Street & Highway Lighting	a. No. Consumers Served	26	26	
	b. kWh Sold			1,358,347
	c. Revenue			86,472
7. Other Sales to Public Authorities	a. No. Consumers Served	237	235	
	b. kWh Sold			24,843,471
	c. Revenue			1,436,202
8. Sales for Resales - RUS Borrowers	a. No. Consumers Served	1	1	
	b. kWh Sold			368,700
	c. Revenue			18,988
9. Sales for Resale - Other	a. No. Consumers Served	0	0	
	b. kWh Sold			0
	c. Revenue			0
10. TOTAL No. of Consumers (lines 1a thru 9a)		24,430	24,305	
11. TOTAL kWh Sold (lines 1b thru 9b)				1,096,966,173
12. TOTAL Revenue Received From Sales of Electric Energy (line 1c thru 9c)				49,488,716
13. Other Electric Revenue				124,892
14. kWh - Own Use				965,484
15. TOTAL kWh Purchased				1,126,353,299
16. TOTAL kWh Generated				0
17. Cost of Purchases and Generation				35,795,719
18. Interchange - kWh - Net				0
19. Peak - Sum All kW Input (Metered)				185,822

Non-coincident ☒ Coincident ☐

USDA-RUS FINANCIAL AND STATISTICAL REPORT		BORROWER DESIGNATION MO0058			
INSTRUCTIONS-See RUS Bulletin 1717B-2		PERIOD ENDED 12/2001			
Exhibit 8 Page 17 of 20					
<b>7a - Part I. Investments</b>					
Line No.	Description (a)	Included (\$) (b)	Excluded (\$) (c)	Income or Loss (\$) (d)	Rural Development (e)
<b>2. INVESTMENTS IN ASSOCIATED ORGANIZATIONS</b>					
1	Patronage Capital - CFC	0	206,146	0	
2	Capital Term Certificates	0	1,293,123	0	
<b>Total: 2. INVESTMENTS IN ASSOCIATED ORGANIZATIONS</b>		<b>0</b>	<b>1,499,269</b>	<b>0</b>	
<b>3. INVESTMENTS IN ECONOMIC DEVELOPMENT PROJECTS</b>					
3	Perry County Industrial Development Auth.	0	72,583	0	
<b>Total: 3. INVESTMENTS IN ECONOMIC DEVELOPMENT</b>		<b>0</b>	<b>72,583</b>	<b>0</b>	
<b>4. OTHER INVESTMENTS</b>					
4	Federated Subscriber Equity	24,423	0	0	
5	Patronage Capital-Arkansas Electric Coop.	119,621	0	0	
6	Patronage Capital-SEDC Cooperative	10,973	0	0	
7	Investment - A Prime LLC	5,000	0	0	
8	Patronage Capital-MFA Oil Company	180	0	0	
9	CRC Membership Dues	2,500	0	0	
10	CRN Membership Dues	2,463	0	0	
<b>Total: 4. OTHER INVESTMENTS</b>		<b>165,160</b>	<b>0</b>	<b>0</b>	
<b>6. CASH - GENERAL</b>					
11	Bank of Ste. Genevieve-Checking	0	13,270		
12	Firststar Bank-Consumer Refund Checking	0	40,158		
13	Firststar Bank-Claimed Asset Checking	0	10,928		
14	Firststar Bank-Capital Credit Reissue Checking	0	1,038		
15	Firststar Bank-Credit Card Account	0	7,832		
16	Bank of Ste. Genevieve-Money Market	0	67,738		
17	Peoples Bank of Altenburg-Money Market	0	92,136		
18	Bank of Missouri-Money Market	0	41,625		
19	Firststar Bank-Sweep Account	1,249,069	0		
20	Cash-Working Fund	0	8,650		
21	Firststar Bank-Capital Credit #9 Checking	0	( 15,429)		
<b>Total: 6. CASH - GENERAL</b>		<b>1,249,069</b>	<b>267,946</b>		
<b>8. TEMPORARY INVESTMENTS</b>					
22	CFC Commercial Paper Investment	0	3,000,000		
<b>Total: 8. TEMPORARY INVESTMENTS</b>		<b>0</b>	<b>3,000,000</b>		
<b>9. ACCOUNTS &amp; NOTES RECEIVABLE - NET</b>					
23	Accounts Receivable-Merchandise & Jobbing	0	56,341	0	
<b>Total: 9. ACCOUNTS &amp; NOTES RECEIVABLE - NET</b>		<b>0</b>	<b>56,341</b>	<b>0</b>	
24					
25					
26					
27					
28					
29					

USDA-RUS <b>FINANCIAL AND STATISTICAL REPORT</b>		BORROWER DESIGNATION MO0058				Exhibit 8 Page 18 of 20
INSTRUCTIONS-See RUS Bulletin 1717B-2		PERIOD ENDED 12/2001				

Line No.	Description (a)	Included (\$) (b)	Excluded (\$) (c)	Income or Loss (\$) (d)	Rural Development (e)
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51					
52					
53					
54					
55					
56					
57					
58					
59					
60					

<b>11. TOTAL INVESTMENTS</b>	1,414,229	4,896,139	0	
------------------------------	-----------	-----------	---	--

USDA-RUS  
**FINANCIAL AND STATISTICAL REPORT**

BORROWER DESIGNATION

MO0058

PERIOD ENDED

12/2001

Exhibit 8

Page 19 of 20

INSTRUCTIONS-See RUS Bulletin 1717B-2

**7a - Part II. Loan Guarantees/Part III. Ratio**

Line No.	Organization (a)	Maturity date (b)	Original Amount (\$) (c)	Loan Balance (\$) (d)	Rural Development (e)
1			0	0	
2			0	0	
3			0	0	
4			0	0	
5			0	0	
6			0	0	
7			0	0	
8			0	0	
9			0	0	
10			0	0	
TOTALS			0	0	
TOTAL (included Loan Guarantees only)			0	0	

Ratio of Investments and Loan Guarantees to Utility Plant [Total of Included Investments (Part I, 11b) and Loan Guarantees - Loan Balance (Part II, 5d) to Total Utility Plant (Form 7, Part C, Line 3)]

1.6 %

USDA-RUS  
**FINANCIAL AND STATISTICAL REPORT**

BORROWER DESIGNATION

MO0058

Exhibit 8  
 Page 20 of 20

PERIOD ENDED

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

**7a - Part IV. Loans**

Line No.	Organization (a)	Maturity date (b)	Original Amount (\$) (c)	Loan Balance (\$) (d)	Rural Development (e)
1	Employees, Officers, Directors		0	0	
2	Energy Resource Conservation Loans		0	0	
3			0	0	
4			0	0	
5			0	0	
6			0	0	
7			0	0	
8			0	0	
9			0	0	
10			0	0	
11			0	0	
12			0	0	
13			0	0	
14			0	0	
15			0	0	
TOTALS			0	0	



UNITED STATES DEPARTMENT OF AGRICULTURE  
RURAL UTILITIES SERVICE

BORROWER DESIGNATION

MO0058

*Pro forma FFB Loan \$11,200,000 @ 6%*

PERIOD ENDED 12/2001

Exhibit 9  
Page 1 of 4

BORROWER NAME AND ADDRESS  
CITIZENS ELECTRIC CORP

P.O. Box 311  
Ste. Genevieve, MO 63670-

FINANCIAL AND STATISTICAL REPORT

INSTRUCTIONS - For detailed instructions, see RUS Bulletin 1717B-2.

This data will be used by RUS to review your financial situation. Your response is required (7 U.S.C. 901 et seq.) and may be confidential.

CERTIFICATION

We recognize that statements contained herein concern a matter within the jurisdiction of an agency of the United States and the making of a false, fictitious or fraudulent statement may render the maker subject to prosecution under Title 18, United States Code Section 1001.

We hereby certify that the entries in this report are in accordance with the accounts and other records of the system and reflect the status of the system to the best of our knowledge and belief.

ALL INSURANCE REQUIRED BY PART 1788 OF 7 CFR CHAPTER XVII, RUS, WAS IN FORCE DURING THE REPORTING PERIOD AND RENEWALS HAVE BEEN OBTAINED FOR ALL POLICIES.

DURING THE PERIOD COVERED BY THIS REPORT PURSUANT TO PART 1718 OF 7 CFR CHAPTER XVII

(check one of the following)

☒ All of the obligations under the RUS loan documents have been fulfilled in all material respects

☐ There has been a default in the fulfillment of the obligations under the RUS loan documents. Said default(s) is/are specifically described in Part D of this report.

Joan Donze, Supervisor of General Accounting

02/25/2002

DATE

Daniel Rodamaker, Chief Executive Officer

02/25/2002

DATE

### Part A. Statement of Operations

ITEM	Year-to-date Last Year (a)	Year-to-date This Year (b)	Year-to-date Budget (c)	This Month (d)
1. Operating Revenue and Patronage Capital	47,678,274	49,613,606	50,157,760	3,665,609
2. Power Production Expense	0	0	0	0
3. Cost of Purchased Power	35,142,529	35,300,038	36,617,245	2,715,378
4. Transmission Expense	563,320	495,681	539,748	67,144
5. Distribution Expense - Operation	1,829,971	2,073,743	1,962,088	159,002
6. Distribution Expense - Maintenance	1,863,306	1,878,384	1,923,055	154,638
7. Consumer Accounts Expense	967,839	1,025,047	1,020,399	84,283
8. Customer Service and Informational Expense	186,854	226,668	243,326	24,015
9. Sales Expense	0	0	0	0
10. Administrative and General Expense	1,317,150	1,467,164	1,403,632	185,024
11. Total Operation & Maintenance Expense (2 thru 10)	41,870,969	42,466,725	43,709,493	3,389,484
12. Depreciation and Amortization Expense	2,169,175	2,267,451	2,359,253	192,316
13. Tax Expense - Property & Gross Receipts	638,328	636,395	662,079	45,368
14. Tax Expense - Other	83,846	85,491	91,872	6,936
15. Interest on Long-Term Debt	1,352,845	2,094,008	1,578,574	126,144
16. Interest Charged to Construction - Credit	0	0	0	0
17. Interest Expense - Other	17,003	22,894	17,400	1,504
18. Other Deductions	25,883	17,149	21,620	3,867
19. Total Cost of Electric Service (11 thru 18)	46,158,049	47,590,113	48,440,291	3,765,619
20. Patronage Capital & Operating Margins (1 minus 19)	1,520,225	2,023,493	1,717,469	( 100,010)
21. Non Operating Margins - Interest	203,405	121,139	202,000	9,781
22. Allowance for Funds Used During Construction	0	0	0	0
23. Income (Loss) from Equity Investments	0	0	0	0
24. Non Operating Margins - Other	( 15,470)	( 10,923)	0	( 911)
25. Generation and Transmission Capital Credits	0	0	0	0
26. Other Capital Credits and Patronage Dividends	63,014	78,917	58,200	0
27. Extraordinary Items	0	0	0	0
28. Patronage Capital or Margins (20 thru 27)	1,771,174	2,212,626	1,977,669	( 91,140)

MO0058

## FINANCIAL AND STATISTICAL REPORT

PERIOD ENDED

Exhibit 9

Page 3 of 4

12/2001

INSTRUCTIONS-See RUS Bulletin 1717B-2

**Part B. Data on Transmission and Distribution Plant**[illegible]



United States Department of Agriculture  
Rural Development

Rural Business-Cooperative Service • Rural Housing Service • Rural Utilities Service  
Washington, DC 20250

MAR 14 2002

Mr. Charles E. Hurst  
President  
Citizens Electric  
Corporation  
P.O. Box 311  
Ste. Genevieve, Missouri 63670

Dear Mr. Hurst:

We are pleased to advise you that a Loan Guarantee Commitment (Commitment) in the amount of \$11,200,000 has been approved for Citizens Electric Corporation (Citizens) by the Rural Utilities Service (RUS). Under this Commitment, the Government will guarantee a loan of \$11,200,000 to Citizens pursuant to a contract of guarantee, satisfactory to RUS, among the Government, Citizens and the Federal Financing Bank (FFB).

The proceeds of the guaranteed loan, designated "Y8" are to be used by Citizens to finance the construction of certain electric distribution and transmission facilities included in the RUS Form 740c, Cost Estimates and Loan Budget for Electric Borrowers, submitted in support of the "Y8" loan application.

Advances from the "Y8" loan will be made only after evidence is submitted, in form and substance satisfactory to the Administrator, that the following special conditions have been satisfied:

1. RUS has entered into a contract of guarantee with Citizens and FFB has agreed, with RUS approval, to make Citizens a guaranteed loan of \$11,200,000 to provide financing required for the distribution facilities in the "Y8" loan guarantee commitment.
2. Citizens has submitted evidence, in form and substance satisfactory to the Administrator, that the conditions in the contract of guarantee have been satisfied to the extent and in the manner prescribed by the Administrator.

Mr. Charles E. Hurst

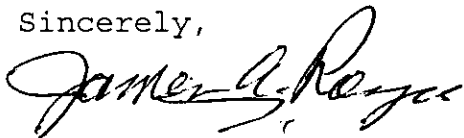
2

3. Citizens has duly authorized, executed, and has delivered to the Administrator, the FFB Note and the Reimbursement Note in the manner prescribed by the Administrator; and
4. Citizens has submitted evidence, in form and substance satisfactory to the Administrator, that it has duly authorized, executed, delivered, recorded and filed a Supplemental Mortgage, which is in form and substance satisfactory to the Administrator.

The FFB Note and other documents will be forwarded in the near future for execution. This loan is approved with the understanding that the loan guarantee documents will be authorized and executed by Citizens within the time period which will be set forth in the letter of transmittal.

A copy of this letter is being sent to your manager and to CFC.

Sincerely,

A handwritten signature in cursive script, appearing to read "James A. Ruspi".

JAMES A. RUSPI  
Director  
Southern Regional Division