

Name of Applicant

PART 1
APPLICATION FORM
PART 1 APPLICATION DATE: X XX, 2006

This Part 1 Application Form is the application form to become a Qualified Bidder in any one, several of, or all of the Groups in the Illinois Auction conducted on behalf of the Commonwealth Edison Company (“ComEd”) and Ameren Companies (“Ameren”). The Illinois Auction consists of two Sections, a Fixed Price Section and an Hourly Price Section. Each Section has two Groups. The Fixed Price Section has a Competitive Procurement Process (“CPP”) Group (ComEd’s CPP-A and CPP-B products), and a Basic Generation Service (“BGS”) Group (Ameren’s BGS-FP and BGS-LFP products). The Hourly Price Section has a CPP Group (ComEd’s CPP-H product), and a BGS Group (Ameren’s BGS-LRTP product).

Before completing this form, please review the Illinois Auction Rules and the Supplier Forward Contract(s) relevant to the various Group(s) for which you are applying so that you understand the conditions under which the Illinois Auction will be conducted.

By completing and signing this Part 1 Application Form, you agree to the Illinois Auction Rules [see Docket Nos.05-0159, 05-0160, 05-0161, and 05-0162] for the Group(s) for which you are applying, and agree to accept the provisions contained in the Supplier Forward Contract(s) for the services that you are applying to provide, whether it be for any one, several of, or all of the following: CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP, BGS-LRTP.

Any information in this application will be provided on a confidential basis to the Auction Manager Team and representatives from the Illinois Commerce Commission (ICC). Any information that you provide in this application, except for information regarding bidding agreements provided in Sections B.4, B.5, C.4 , and/or C.5, will be provided on a confidential basis to representatives of ComEd and/or Ameren. If you become a Qualified Bidder for a Group, your name will be provided to other Qualified Bidders for that Group on a confidential basis and you will be provided with a list of names of other Qualified Bidders for that same Group. As part of this Application, you are required to certify that you will keep all lists of Qualified Bidders confidential.

INSTRUCTIONS FOR APPLICATION

There are two parts to the application process.

Applicants submit the Part 1 Application Form and all documents required therein to become Qualified Bidders for any one, several of, or all of the following Groups: Fixed Price CPP Group, Hourly Price CPP Group, Fixed Price BGS Group, and/or Hourly Price BGS Group. Qualified Bidders may submit the Part 2 Application Form, in which they will make certifications regarding Associations and handling of Confidential Information, submit Indicative Offers, meet certain additional creditworthiness requirements, and post Pre-Auction Security to become Registered Bidders in the Group(s) for which they qualified.

Please complete the sections that apply to you, using the table below as a guide:

Section	Applicants that must complete this section
A	ALL
B	Applicants to ComEd’s Fixed Price CPP Group Applicants to ComEd’s Hourly Price CPP Group
C	Applicants to Ameren’s Fixed Price BGS Group Applicants to Ameren’s Hourly Price BGS Group
D	ALL
E	Applicants not incorporated or otherwise formed in the United States Applicants that name a Guarantor not incorporated or otherwise formed in the United States

I. Application Submission

To become a Qualified Bidder for any, several of, or all the Groups, Applicants must:

- Submit **three original** completed Part 1 Application Forms (with original signatures) and;
- Submit one copy of financial statements, and other requested documents supporting the Application as specified in Appendix A.

The completed Part 1 Application MUST be received by the Auction Manager no later than 12:00 p.m. (noon) CDT¹ on X XX, 2006 at

¹ Unless noted otherwise, all times refer to the Central Daylight Saving Time.

Auction Manager Team
XX Street
City, State XXXXX

Inquiries may be directed to the Auction Manager by:

- telephone (XXX) XXX-XXXX
- fax (XXX) XXX-XXXX
- through the “Ask a Question” page on the Web site at <http://www.XXXX.com>

Photocopies and facsimiles of completed forms will not be accepted under any circumstances.

It is in your interest to seek independent legal and financial advice before deciding to participate in any one, several of, or all of the Groups.

II. Application Review

Confirmation

If your Part 1 Application is received by post, a confirmation consisting of a photocopy of the first page of your application stamped with the time and the date that it was received will be faxed to your Authorized Representative. This confirmation of receipt will be faxed after an initial review, either with a confirmation that your application is complete, or with a deficiency notice (see below). If your Part 1 Application is hand-delivered, a confirmation consisting of a photocopy of the first page of your application stamped with the time and the date that it was received will be provided to the deliverer.

Incomplete Applications

If your Part 1 Application for any Group is incomplete or requires clarification, the Auction Manager will send a deficiency notice to your Authorized Representative by fax. You will have until noon on the Part 1 Application Date, or until 6:00 p.m. on the business day following the business day during which a deficiency notice is faxed to you, whichever comes later, to respond. If you do not correct or adequately explain the deficiency within the time allowed, your Part 1 Application will be rejected and you will be unable to participate in any one, several of, or all of the following Groups: Fixed Price CPP Group, Hourly Price CPP Group, Fixed Price BGS Group, and/or Hourly Price BGS Group. One copy of your Part 1 Application and all supporting documents pertaining to the Group(s) for which your application is rejected will be returned to you.

Late Applications

No late Part 1 Applications will be accepted under any circumstances.

Notification of Qualification

If you become a Qualified Bidder for any one, several of, or all of the following Groups: Fixed Price CPP Group, Hourly Price CPP Group, Fixed Price BGS Group, and/or Hourly Price BGS Group, the Auction Manager will send a Notification of Qualification for each Group to your Authorized Representative by fax no later than three business days after the Part 1 Application Date. The Notification of Qualification will also be sent to your Authorized Representative by courier. The Notification will include instructions that detail the Pre-Auction Security that you will be required to post when you submit your Part 2 Application to become a Registered Bidder in the Group for which you qualified.

PART 1 APPLICATION FORM

Section A. Requirements for All Applicants

A.1. Applicant Basic Information

Name of Applicant

Legal Name of Applicant (if different from above)

Place of Incorporation, if applicable

State

Federal Tax I.D.

D&B DUNS #

Please state whether the Applicant is a corporation, partnership, etc

Years in Business

URL for Applicant's Web site

Please check the Group(s) for which you are submitting a Part 1 Application to become a Qualified Bidder:

ComEd Groups

Fixed Price CPP Group

Hourly Price CPP Group

Ameren Groups

Fixed Price BGS Group

Hourly Price BGS Group

A.2. Authorized Representative

The Authorized Representative is authorized to represent the Applicant in the Group(s) for which the Applicant is applying. The Authorized Representative is the only person authorized to designate a person other than him/herself to submit bids in the Fixed Price CPP Group, and/or the Hourly Price CPP Group, and/or the Fixed Price BGS Group, and/or the Hourly Price BGS Group. The Authorized Representative may designate, depending on the Group(s) for which the Applicant is applying, a maximum of two Delegates, one for the ComEd Groups, and one for the Ameren Groups (see Section B.3 and Section C.3 of this Application Form). The Delegate(s) may serve as the Applicant’s contact for the specified Group(s) while the Illinois Auction is in progress and regarding the Applicant’s Indicative Offer in its Part 2 Application. Notwithstanding the designation of the Delegate(s), before the Illinois Auction takes place, the Authorized Representative will receive all documentation related to the Group(s) for which the Applicant becomes a Registered Bidder, including auction procedures manuals and Confidential Information required to submit bids in the trial auction and in the Illinois Auction itself. The Authorized Representative is the only person authorized to distribute auction procedures manuals and Confidential Information to other representatives of the Applicant. The integrity of the auction process depends upon each Authorized Representative safeguarding Confidential Information and passwords used for the auction. The Authorized Representative must ensure that only authorized persons act on behalf of the Applicant in the Illinois Auction.

The person designated in this section is the Applicant’s Authorized Representative for the Illinois Auction.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Email Address</i>	
<input type="text"/>	<input type="text"/>	

Communications with the Authorized Representative are typically done via fax and by courier. Please provide below a fax number at which the Authorized Representative will be able to receive faxes from the Auction Manager in a secure and timely fashion.

Fax No

The Applicant hereby acknowledges that any notification or other communication given by the Auction Manager to the Applicant shall be delivered by hand to the address provided above or sent by fax to the fax number provided above and shall be deemed received by the Applicant at the time of delivery or transmission, provided that where delivery or transmission occurs after 6 p.m. on a business day or on a day which is not a business day, receipt shall be deemed to occur at 9 a.m. on the following business day. Any notification or other communication given by the Auction Manager to the Applicant on or after the start date of the Illinois Auction may be given using the Bidding Procedure or by fax as set out above.

This certification must be signed by the Authorized Representative and the signature must be notarized.

I hereby certify that I am authorized by the Applicant to serve as Authorized Representative, to represent the Applicant in any one, several of, or all of the following Groups: Fixed Price CPP Group, Hourly Price CPP Group, Fixed Price BGS Group, and/or Hourly Price BGS Group as applicable, and to represent the Applicant for purposes of this Part 1 Application in particular.

I further certify that I will be responsible for all Confidential Information regarding the auction process and I will distribute Confidential Information only to other individuals who are authorized to act on behalf of the Applicant.

Signature of Authorized Representative

Date

Signature and Seal from Notary Public

Date

A.3 Designation of the Authorized Representative

This certification should be signed by an officer or director of the Applicant and should either be notarized or attested with the corporate seal. The officer or director of the Applicant who signs below cannot designate himself or herself as Authorized Representative. If the Applicant is applying for the Fixed Price CPP Group, the officer or director must attest below to accepting the terms of the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contracts. If the Applicant is applying for the Hourly Price CPP Group, the officer or director must attest below to accepting the terms of the CPP-H Supplier Forward Contract. If the Applicant is applying for the Fixed Price BGS Group, the officer or director must attest below to accepting the terms of the BGS-LFP Supplier Forward Contract and the BGS-FP Supplier Forward Contracts. If the Applicant is applying for the Hourly Price BGS Group, the officer or director must attest below to accepting the terms of the BGS-LRTP Supplier Forward Contract.

I certify that I am an officer or director of the Applicant, empowered to undertake contracts and bind the Applicant. I have read and accept the Illinois Auction Rules.

I have read and accept (please check where appropriate) the provisions of the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contract, the CPP-H Supplier Forward Contract, the BGS-LFP Supplier Forward Contract and the BGS-FP Supplier Forward Contract, and/or the BGS-LRTP Supplier Forward Contract.

All the information contained in this application is true and correct to the best of my knowledge. I acknowledge that I cannot and will not serve as the Applicant's Authorized Representative. I hereby designate _____ to serve as the Authorized Representative of the Applicant.

Signature

Date

Printed Name

Title

Signature and Seal from Notary Public

Date

A.4 Applicant’s Registered Agent in Illinois

The Applicant’s Registered Agent in Illinois must be:

- a resident individual of Illinois whose business office is the same as the registered office; or:
- a corporation with authority to transact business in Illinois that is authorized by its articles of incorporation to act as such agent and whose business office is the same as the registered office.

The Applicant’s Registered Agent in Illinois must be authorized and agree to accept service of process on the Applicant’s behalf.

The person or corporation designated in this Section is the Applicant’s Registered Agent. The address designated in this Section is the registered office in Illinois.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<i>Title</i>	<i>Company</i>	
<i>Street Address</i>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>

This certification must be signed by the Registered Agent, and the signature must be notarized.

I agree to serve as the Applicant’s Registered Agent of the Applicant. I am authorized and I agree to receive service of process on the Applicant’s behalf.

Signature of Registered Agent

Date

Signature and Seal from Notary Public

Date

A.5 General Requirements

Please certify to (1), (2), and (3) by signing below. If you are unable to certify to any of these conditions, you will not qualify to participate in the Group(s) for which you are applying.

1. It is not the case that during the past five (5) years, the Applicant has been the counterparty to a Supplier Forward Contract with Ameren or ComEd that has led to an Event of Default leading to Early Termination (as these terms are defined in Article 5 of the applicable Supplier Forward Contract);
2. It is not the case that during the past five (5) years, the Applicant has been registered as a bidder in the Illinois Auction and: (i) failed to properly disclose information when making certifications in the Part 2 Application relevant to determining Associations; (ii) failed to abide by any of the certifications that the bidder made in its Part 1 or Part 2 Applications; or (iii) failed to sign a Supplier Forward Contract for tranches that it had won.
3. During the past five (5) years, the Authorized Representative has not been the Authorized Representative of any firm that has committed an action in either condition 1 or 2 above.

Signature of Authorized Representative

Date

A.6 Financial and Credit Information

Please indicate below the entity, either the Applicant or a Guarantor, which will be fulfilling the Financial and Credit Requirements (please check one):

- Applicant
- Guarantor

Please enter the exact legal name below of the entity, either the Applicant or a Guarantor, which will be fulfilling the Applicant's Financial and Credit Requirements:

Name of the entity:

The entity's Credit Representative is the entity's in-house credit representative who can answer questions or provide information about the entity's credit with respect to the requirements for the Illinois Auction.

Please enter the information for the Credit Representative:

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
<i>Title</i>	<i>Company</i>	
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	
<i>Street Address</i>		
<input style="width: 95%;" type="text"/>		
<input style="width: 95%;" type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Please provide the following information for the entity:

- a) Most Recent SEC Form 10-K; if unavailable, please provide most recent audited annual financial information (including a balance sheet, income statement, and cash flow statement, and any accompanying notes and schedules);

- b) Most recent SEC Form 10-Q; if unavailable, please provide most recent audited quarterly financial information (including a balance sheet, income statement, and cash flow statement , and any accompanying notes and schedules); if both the SEC Form 10-Q and audited quarterly financial information are unavailable, please provide most recent quarterly or monthly financial data accompanied by an attestation by the entity's Chief Financial Officer (*See Appendix B*) that the information submitted is true, correct and a fair representation of entity's financial condition;
- c) Most recent SEC Forms 8-K, as well as any public financial disclosure made since the release of the entity's most recent financial data for any matters that are material to the entity's financial condition;
- d) A statement, as applicable, of rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or any other matters relating to financial status that have had a material impact financial status since the release of the entity's most recent financial data or most recent public financial disclosure;
- e) Entity's senior unsecured debt rating from the following four rating agencies if available, along with documentation for each rating agency showing the name of the rating agency, the type of rating, and the rating of the entity;

*Moody's Investors
Service, Inc.*

*Standard & Poor's Rating
Services*

Fitch

- f) If senior unsecured debt ratings are unavailable, provide the entity's corporate issuer ratings from the following four rating agencies, along with documentation for each rating agency showing the name of the rating agency, the type of rating, and the rating of the entity;

*Moody's Investors
Service, Inc.*

*Standard & Poor's Rating
Services*

Fitch

If the entity fulfilling the financial and credit requirement is the Applicant, please check here and proceed to the Section B. Otherwise, please provide the information requested below.

Basic Information for the Guarantor

Name of Guarantor

Legal Name of Guarantor (if different from above)

Place of Incorporation, if applicable

Federal Tax I.D.

Please state whether the Guarantor is a corporation, partnership, etc

Years in Business

Guarantor's Contact Information

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/ (other)

Title

Company

Street Address

City

State

Zip Code

Telephone No.

Fax No.

Email Address

Guarantor's Registered Agent

The Guarantor's Registered Agent in Illinois must be:

- a resident individual of Illinois whose business office is the same as the registered office or a corporation with authority to transact business in Illinois that is authorized by its articles of incorporation to act as such agent and whose business office is the same as the registered office; and
- authorized and agree to accept service of process on the Guarantor's behalf.

Guarantor's Registered Agent

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Company

Street Address

<i>City</i>	<i>State</i>	<i>Zip Code</i>
<div style="border: 1px solid black; height: 20px;"></div>	<div style="border: 1px solid black; height: 20px;"></div>	<div style="border: 1px solid black; height: 20px;"></div>

<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<div style="border: 1px solid black; height: 20px;"></div>	<div style="border: 1px solid black; height: 20px;"></div>	<div style="border: 1px solid black; height: 20px;"></div>

This certification must be signed by the Registered Agent, and the signature must be notarized.

I agree to serve as the Registered Agent of the Guarantor. I am authorized and I agree to receive service of process on the Guarantor’s behalf.

Signature of Registered Agent

Date

Signature and Seal from Notary Public

Date

Group(s) Guaranteed

Please check here if this section applies to a third-party that is a Guarantor for all of the Groups for which the Applicant is submitting a Part I Application Form, and proceed to the next section. Otherwise, please indicate below (please check where appropriate) the Groups for which the third-party named above is acting as Guarantor:

ComEd Groups

- Fixed Price CPP Group**
- Hourly Price CPP Group**

Ameren Groups

- Fixed Price BGS Group**
- Hourly Price BGS Group**

Please submit a copy of this section for each entity that will fulfill the Financial and Credit Requirements for at least one Group.

Section B. General Requirements to Participate in the ComEd Groups

Please check here if you are not applying for ComEd's Fixed Price CPP Group or for ComEd's Hourly Price CPP Group, and please proceed to Section C. Otherwise, please complete all parts of this Section B.

B.1 Existing PJM Agreements

By the time service begins, CPP and CPP-H Suppliers must be members of the PJM Interconnection, L.L.C. (PJM) in good standing, must be a Market Buyer and Market Seller, and will have executed the following agreements (**please check the agreement(s) you have already executed**):

- PJM Operating Agreement (OA)
- PJM Open Access Transmission Tariff (OATT)
- PJM West Reliability Assurance Agreement (RAA)
- A service agreement for Network Integrated Transmission Services (NITS) pursuant to the PJM OATT

Please provide the signature page for each executed agreement.

If you have not executed all of agreements listed above, please certify that there exist no impediments to executing the remaining agreements by the time service begins.

I certify that, to the extent that the Applicant has not executed some or all of the PJM Agreements listed above, that the Applicant has investigated the requirements, and that there exist no impediments for the Applicant to execute said agreements by the time service begins.

Signature of Authorized Representative

Date

B.2 Certifications of the Authorized Representative

If you are not applying for ComEd’s Fixed Price CPP Group or for ComEd’s Hourly Price CPP Group, please proceed to Section C. Otherwise, please complete this Sub-Section B.2.

If the Applicant is applying for the Fixed Price CPP Group, the Authorized Representative must attest below to accepting the terms of the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contract. If the Applicant is applying for the Hourly Price CPP Group, the Authorized Representative must attest below to accepting the terms of the CPP-H Supplier Forward Contract.

Please certify that you have read the Illinois Auction Rules [see Docket No.05-0159] and that you will comply with these Rules:

Signature of Authorized Representative

Date

Please certify that you have read (please check where appropriate) the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contract and/or the CPP-H Supplier Forward Contract [see Docket No.05-159] and that you accept the terms of these Agreements:

Signature of Authorized Representative

Date

Please certify that if you qualify to participate in the Group(s), you will not disclose at any time information regarding the list of Qualified Bidders for the Fixed Price CPP Group and/or the Hourly Price CPP Group, including but not limited to the number of Qualified Bidders, the identity of any one or all entities that have qualified, or the fact that an entity has not qualified. Further, please certify that you will destroy any document distributed by the Auction Manager that lists the Qualified Bidders within five business days of the ICC deciding whether to approve the auction results.

Signature of Authorized Representative

Date

Please note that, as a requirement of your Part 2 Application to become a Registered Bidder, you will agree to maintain the confidentiality of Confidential Information relative to your bidding strategy as well as Confidential Information related to the Illinois Auction, including, but not limited to, the list of Registered Bidders and the total initial eligibility in the Group(s).

No Qualified Bidder for the Fixed Price CPP Group or the Hourly Price CPP Group shall substitute another party, transfer its rights to another party, or otherwise assign its status as a Qualified Bidder to another party. Any such substitutions, transfers, or assignments shall be null and void and will result in the exclusion of the Qualified Bidder from the Fixed Price CPP Group, Hourly Price CPP Group, or both. Please certify that you agree to the limitation set forth in this paragraph:

Signature of Authorized Representative

Date

B.3 ComEd Groups Delegate

If you are not applying for ComEd’s Fixed Price CPP Group or for ComEd’s Hourly Price CPP Group, please proceed to Section C. Otherwise, please complete this Sub-Section B.3.

The Authorized Representative may name a Delegate to serve as the Applicant’s contact for the specified Group(s) while the Illinois Auction is in progress and regarding the Applicant’s Indicative Offer in its Part 2 Application for the Group(s).

Please check here if the Authorized Representative does not wish to name a Delegate and proceed to the next section B.4.

The person designated below is a Delegate for the Fixed Price CPP Group, or the Hourly Price CPP Group, or both .

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

<i>Title</i>	<i>Company</i>
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Street Address

<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

I hereby designate and certify that _____ (name of Delegate) is authorized to act on behalf of _____ (name of Applicant) for the Fixed Price CPP Group and/or Hourly Price CPP Group (check one or both, as applicable) for the purposes or bidding in the Group(s) and for purposes of the Indicative Offer in the Part 2 Application.

Signature of Authorized Representative

Date

Signature of Delegate

Date

B.4 Bidding Agreements for ComEd’s Fixed Price CPP Group

Please check here if you are not applying for the Fixed Price CPP Group and proceed to the Sub-Section B.5. Otherwise, please complete this Sub-Section.

Please note that neither ComEd nor Ameren will review information provided in this section. It is being provided on a confidential basis to the Auction Manager Team and representatives of the Illinois Commerce Commission (ICC) only.

Please check here if you will be bidding independently and not as a party to any Bidding Agreement with another party or through any other arrangement involving joint or coordinated bidding with any other party. Otherwise, please indicate below whether you are part of a Bidding Agreement, a Joint Venture for purposes of participating at the auction, a Bidding Consortium or other arrangements pertaining to bidding in the auction. Please also provide the names of the other parties to the Bidding Agreement or other arrangement.

Name of Applicant:

Other parties to the agreement:

Bidding Agreement _____

Bidding Consortium

Joint Venture _____

Other (define)

If you are part of a Bidding Agreement, a Bidding Consortium or a Joint Venture, you must nominate a single party to the Bidding Agreement, the Bidding Consortium or the Joint Venture to fulfill the creditworthiness requirements. This party may have a Guarantor. Please indicate here which party from the Bidding Agreement, the Bidding Consortium or the Joint Venture will be fulfilling the creditworthiness requirements:

An Authorized Representative of the party named above must sign here to acknowledge the fact that this party has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

B.5 Bidding Agreements for ComEd’s Hourly Price CPP Group

Please check here if you are not applying for the Hourly Price CPP Group and proceed to Section C. Otherwise, please complete this Sub-Section.

Please note that neither ComEd nor Ameren will review information provided in this section. It is being provided on a confidential basis to the Auction Manager Team and representatives of the Illinois Commerce Commission (ICC) only.

Please check here if you will be bidding independently and not as a party to any Bidding Agreement with another party or through any other arrangement involving joint or coordinated bidding with any other party. Otherwise, please indicate below whether you are part of a Bidding Agreement, a Joint Venture for purposes of participating at the auction, a Bidding Consortium or other arrangements pertaining to bidding in the auction. Please also provide the names of the other parties to the Bidding Agreement or other arrangement.

Name of Applicant:

Other parties to the agreement:

Bidding Agreement _____

Bidding Consortium

Joint Venture _____

Other (define)

If you are part of a Bidding Agreement, a Bidding Consortium or a Joint Venture, you must nominate a single party to the Bidding Agreement, the Bidding Consortium or the Joint Venture to fulfill the creditworthiness requirements. This party may have a Guarantor. Please indicate here which party from the Bidding Agreement, the Bidding Consortium or the Joint Venture will be fulfilling the creditworthiness requirements:

An Authorized Representative of the party named above must sign here to acknowledge the fact that this party has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

Section C. General Requirements to Participate in the Ameren Groups

Please check here if you are not applying for Ameren’s Fixed Price BGS Group or for Ameren’s Hourly Price BGS Group, and please proceed to Section D. Otherwise, please complete all parts of this Section C.

C.1 MISO Market Participant Certification

The Applicant must be a Market Participant in good standing with the Midwest Independent System Operator (“Midwest ISO” or “MISO”) and the Applicant must be in compliance with all obligations, rules, and regulations as established and interpreted by the MISO.

Please certify that you are a Market Participant of MISO who is bound by all MISO operating instructions, policies, and procedures as are set forth in the MISO Operating Manual.

Signature of Authorized Representative

Date

C.2 Certifications of the Authorized Representative for the Ameren Groups

If you are not applying for Ameren’s Fixed Price BGS Group or for Ameren’s Hourly Price BGS Group, please proceed to Section D. Otherwise, please complete this Sub-Section C.2.

If the Applicant is applying for the Fixed Price BGS Group, the Authorized Representative must attest below to accepting the terms of the BGS-LFP Supplier Forward Contract and the BGS-FP Supplier Forward Contract. If the Applicant is applying for the Hourly Price BGS Group, the Authorized Representative must attest below to accepting the terms of the BGS-LRTP Supplier Forward Contract.

Please certify that you have read the Illinois Auction Rules [see Docket Nos.05-0160, 05-0161, and 05-0162] and that you will comply with these Rules.

Signature of Authorized Representative

Date

Please certify that you have read (please check where appropriate) the BGS-LFP Supplier Forward Contract and the BGS-FP Supplier Forward Contract and/or the BGS-LRTP Supplier Forward Contract [see Docket Nos.05-0160, 05-0161, and 05-0162] and that you accept the terms of these Agreements:

Signature of Authorized Representative

Date

Please certify that if you qualify to participate in the Group(s), you will not disclose at any time information regarding the list of Qualified Bidders in the Fixed Price BGS Group and/or in the Hourly Price BGS Group, including but not limited to the number of Qualified Bidders, the identity of any one or all entities that have qualified, or the fact that an entity has not qualified. Further, please certify that you will destroy any document distributed by the Auction Manager that lists the Qualified Bidders within five business days of the ICC deciding whether to approve the auction results.

Signature of Authorized Representative

Date

Please note that, as a part of your Part 2 Application to become a Registered Bidder, you will agree to maintain the confidentiality of Confidential Information relative to your bidding strategy as well as Confidential Information related to the Illinois Auction, including, but not limited to, the list of Registered Bidders and the total initial eligibility in the Group(s).

No Qualified Bidder for the Fixed Price BGS Group and/or the Hourly Price BGS Group shall substitute another party, transfer its rights to another party, or otherwise assign its status as a Qualified Bidder to another party. Any such substitutions, transfers, or assignments shall be null and void and will result in the exclusion of the Qualified Bidder from the Fixed Price BGS Group, the Hourly Price BGS Group, or both. Please certify that you agree to the limitation set forth in this paragraph:

Signature of Authorized Representative

Date

C.3 Ameren Groups Delegate

If you are not applying for Ameren’s Fixed Price BGS Group or for Ameren’s Hourly Price BGS Group, please proceed to Section D. Otherwise, please complete this Sub-Section C.3.

The Authorized Representative may name a Delegate to serve as the Applicant’s contact for the specified Group(s) while the bidding is in progress and regarding the Applicant’s Indicative Offer in its Part 2 Application for the Group(s).

Please check here if the Authorized Representative does not wish to name a Delegate.

The person in this section is the Authorized Representative’s Delegate for the Fixed Price BGS Group, or the Hourly Price BGS Group, or both .

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

I hereby designate and certify that _____ (name of Delegate) is authorized to act on behalf of _____ (name of Applicant) for the Fixed Price BGS Group and/or Hourly Price BGS Group (check one or both, as appropriate) for the purposes or bidding in the Group(s) and for purposes of the Indicative Offer in the Part 2 Application.

Signature of Authorized Representative

Date

Signature of Delegate

Date

C.4 Bidding Agreements for Ameren’s Fixed Price BGS Group

Please check here if you are not applying for Ameren’s Fixed Price BGS Group, and proceed to Sub-Section C.5. Otherwise, please complete this Sub-Section.

Please note that neither ComEd nor Ameren will review information provided in this section. It is being provided on a confidential basis to the Auction Manager Team and representatives of the Illinois Commerce Commission (“ICC”) only.

Please check here if you will be bidding independently and not as a party to any Bidding Agreement with another party or through any other arrangement involving joint or coordinated bidding with any other party. Otherwise, please indicate below whether you are part of a Bidding Agreement, a Joint Venture for purposes of participating at the auction, a Bidding Consortium or other arrangements pertaining to bidding in the auction. Please also provide the names of the other parties to the Bidding Agreement or other arrangement.

Name of Applicant:

Other parties to the agreement:

Bidding Agreement _____

Bidding Consortium

Joint Venture _____

Other (define)

If you are part of a Bidding Agreement, a Bidding Consortium or a Joint Venture, you must nominate a single party to the Bidding Agreement, the Bidding Consortium or the Joint Venture to fulfill the creditworthiness requirements. This party may have a Guarantor. Please indicate here which party from the Bidding Agreement, the Bidding Consortium or the Joint Venture will be fulfilling the creditworthiness requirements:

An Authorized Representative of the party named above must sign here to acknowledge the fact that this party has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

C.5 Bidding Agreements for Ameren’s Hourly Price BGS Group

Please check here if you are not applying for Ameren’s Fixed Price BGS Group, and proceed to Section D. Otherwise, please complete this Sub-Section.

Please note that neither ComEd nor Ameren will review information provided in this section. It is being provided on a confidential basis to the Auction Manager Team and representatives of the Illinois Commerce Commission (“ICC”) only.

Please check here if you will be bidding independently and not as a party to any Bidding Agreement with another party or through any other arrangement involving joint or coordinated bidding with any other party. Otherwise, please indicate below whether you are part of a Bidding Agreement, a Joint Venture for purposes of participating at the auction, a Bidding Consortium or other arrangements pertaining to bidding in the auction. Please also provide the names of the other parties to the Bidding Agreement or other arrangement.

Name of Applicant:

Other parties to the agreement:

Bidding Agreement _____

Bidding Consortium

Joint Venture _____

Other (define)

If you are part of a Bidding Agreement, a Bidding Consortium or a Joint Venture, you must nominate a single party to the Bidding Agreement, the Bidding Consortium or the Joint Venture to fulfill the creditworthiness requirements. This party may have a Guarantor. Please indicate here which party from the Bidding Agreement, the Bidding Consortium or the Joint Venture will be fulfilling the creditworthiness requirements:

An Authorized Representative of the party named above must sign here to acknowledge the fact that this party has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

Section D. Justification of Omissions

If you are unable to provide all documents or information requested in this application, please justify fully any omissions in the space provided below.

A large, empty rectangular box with a thin black border, intended for the user to provide a justification for any omissions in their application. The box is currently blank.

Section E. Applicants and Guarantors Not Incorporated or Otherwise Formed in the United States

Please check here if the Applicant and all named Guarantors have been incorporated or otherwise formed in the United States, and then please proceed to Appendix A. Otherwise, please complete this Section E.

E.1 Applicant is Not Incorporated or Otherwise Formed in the United States

Please check here if the Applicant has been incorporated or otherwise formed in the United States, and please proceed to Sub-Section E.2. Otherwise, please complete this Sub-Section E.1.

Please provide a legal opinion of independent counsel qualified to practice in the foreign jurisdiction in which the entity is incorporated or otherwise formed that either the CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP, and/or BGS-LRTP Supplier Forward Contract(s) as appropriate, will become the binding obligation of the Applicant, in the jurisdiction in which it has been incorporated or otherwise formed, should the Applicant become a winning bidder in the Group for which it is applying and execute a Supplier Forward Contract.

If the Applicant becomes a winning supplier, it will be required to submit additional documents as detailed in following: Articles 6.5.iii.a and 6.5.iii.b of the CPP-A, CPP-B, and CPP-H Supplier Forward Contracts and/or Article 6.4.iii.a and Article 6.4.iii.b of the BGS-FP, BGS-LFP, and BGS-LRTP Supplier Forward Contracts, as appropriate, including:

- i. the sworn certificate of the corporate secretary (or similar officer) of the Applicant that the person executing the relevant Supplier Forward Contract(s) has the authority to execute the relevant Supplier Forward Contract(s) and that the governing board of the Applicant has approved the execution of the relevant Supplier Forward Contract(s); and
- ii. the sworn certificate of the corporate secretary (or similar officer) of the Applicant that the Applicant has been authorized by its governing board to enter into agreements of the same type as the relevant Supplier Forward Contract(s).

Please provide (ii) above. If unavailable, please check here and please acknowledge by signing below that you understand that the documents in (i) and (ii) above will be required should the Applicant become a winning supplier:

Signature of Authorized Representative

Date

Please check here if a Guarantor is fulfilling the application and credit requirements for each Group to which you are applying and please proceed to Sub-Section E.2. Otherwise, ***please provide any additional information that the Applicant wishes to give that could***

provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of the United States.

E.2 Guarantor is Not Incorporated or Otherwise Formed in the United States

Please check here if the Guarantor fulfilling the application and credit requirements for each Group to which you are applying is incorporated or otherwise formed in the United States and then proceed to Appendix A. Otherwise, please complete this Sub-Section E.2 for each such Guarantor.

Please provide for each Guarantor not incorporated or otherwise formed in the United States:

- i. Any additional information that the Guarantor wishes to give that could provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of the United States.
- ii. A legal opinion of independent counsel qualified to practice in the foreign jurisdiction in which the entity is incorporated or otherwise formed that the Guaranty under the CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP, and/or BGS-LRTP Supplier Forward Contract(s), as appropriate, will become the binding obligation of the Guarantor, in the jurisdiction in which it has been incorporated or otherwise formed.

If the Applicant becomes a winning supplier, the Guarantor will be required to submit additional documents as detailed in following: Articles 6.5.iii.a and 6.5.iii.b of the CPP-A, CPP-B, and CPP-H Supplier Forward Contracts and/or Article 6.4.iii.a and Article 6.4.iii.b of the BGS-FP, BGS-LFP, and BGS-LRTP Supplier Forward Contracts, as appropriate, including:

- iii. the sworn certificate of the corporate secretary (or similar officer) of such Guarantor that the person executing the Guaranty on behalf of the Guarantor has the authority to execute the Guaranty and that the governing board of such Guarantor has approved the execution of the Guaranty; and
- iv. the sworn certificate of the corporate secretary (or similar officer) of such Guarantor that the Guarantor has been authorized by its governing board to enter into agreements of the same type as this Guaranty.

Please provide (iv) above. If unavailable, please check here and please acknowledge by signing below that you understand that the documents in (iii) and (iv) above will be required should the Applicant become a winning supplier:

Signature of Authorized Representative

Date

Appendix A – Enclosures to the Part 1 Application

This is a checklist of documents to be enclosed with this application (one copy unless noted otherwise).

Three original copies of the completed Part 1 Application Form (with original signatures and original notarized signatures in Sections A, B and/or C, D and E (if applicable) [*Instructions Part 1*])

The following documents of the entity, either the Applicant or Guarantor, that will be fulfilling the credit and financial requirements, (see Sections A.6 and E):

- Most Recent SEC Form 10-K; if unavailable, please provide most recent audited annual financial information (including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules); [*Section A.6*]
- Most recent SEC Form 10-Q; if unavailable, please provide most recent audited quarterly financial information (including a balance sheet, income statement, and cash flow statement , and any accompanying notes and schedules); if both the SEC Form 10-Q and audited quarterly financial information are unavailable, please provide most recent quarterly or monthly financial data accompanied by an attestation by the entity’s Chief Financial Officer that the information submitted is true, correct and a fair representation of entity’s financial condition; [*Section A.6*]
- Most recent SEC Forms 8-K, as well as any public financial disclosure made since the release of the entity’s most recent financial data for any matters that are material to the entity’s financial condition; [*Section A.6*]
- A statement, as applicable, of rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or any other matters relating to financial status that have had a material impact financial status since the release of the entity’s most recent financial data or most recent public financial disclosure; [*Section A.6*]
- Documentation for each rating agency showing the name of the rating agency, the type of rating, and the rating of the entity; [*Section A.6*]

Resp. Ex. 12.1

- If the Applicant has not been incorporated or otherwise formed under the laws of the United States, a legal opinion acceptable to ComEd and Ameren of counsel qualified to practice in the foreign jurisdiction in which the entity is incorporated or otherwise formed that the relevant Supplier Forward Contract(s), as appropriate, will become the binding obligation of the entity in the jurisdiction in which it has been incorporated or otherwise formed. *[Section E]*

- If the Guarantor has not been incorporated or otherwise formed under the laws of the United States, a legal opinion acceptable to ComEd and Ameren of counsel qualified to practice in the foreign jurisdiction in which the entity is incorporated or otherwise formed that the relevant Guaranty will become the binding obligation of the Guarantor in the jurisdiction in which it has been incorporated or otherwise formed. *[Section E]*

- If the entity fulfilling the Credit and Financial Requirements has not been incorporated or otherwise formed under the laws of the United States, any additional information that the entity wishes to give that could provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of the United States. *[Section E]*

Appendix B-Requirements for Chief Financial Officer Attestation

Applicants that cannot provide audited financial statements must provide financial information with an attestation by their Chief Financial Officer under the Part 1 Application Form, section 1.6 (b). The attestation should fulfill all of the following conditions. This attestation should:

- be a notarized affidavit attached to the financial information provided by the Applicant;
- identify the person making the affidavit as the Chief Financial Officer (or equivalent if no exact such position exists);
- clearly state that the Chief Financial Officer attests that “to the best of my knowledge and belief, the foregoing is true, correct and a fair representation of _____(Applicant)’s financial condition.”

Appendix C- Alternate Guaranty Process

As stated in the CPP and BGS Supplier Forward Contracts, Commonwealth Edison (“ComEd”) and the Ameren Companies (“Ameren”) will allow any bidder to submit an alternate form of guaranty. Such an alternate form of guaranty, if approved according to the process set forth below, is an option to the safe harbor of the standard form of guaranty appended to the CPP and BGS Supplier Forward Contracts. A Supplier can use the standard form of guaranty appended to the CPP and BGS Supplier Forward Contracts and be assured that this standard form of guaranty is acceptable to ComEd and Ameren.

Please note that the standard form of guaranty is a financial guaranty, not a performance guaranty. While alternate forms of financial guaranty may be acceptable, performance guaranties are not acceptable.

The process for submitting an alternate form of guaranty and the ground rules for consideration by ComEd and Ameren of alternate forms of guaranty are as follows:

1. ComEd and Ameren will consider alternate forms of guaranty only if the guaranty is for unlimited liability. The standard guaranty permits a liability limit.
2. ComEd and Ameren have specified a list of additional requirements that any alternate form of guaranty must satisfy. This list is set forth under the heading: “Requirements for the Alternate Guaranty” below.
3. The Auction Manager will receive the alternate form of guaranty, remove any information identifying the proposing party and forward it to ComEd and Ameren. ComEd and Ameren will determine, with the consultation of outside counsel, whether the alternate form of guaranty provides sufficient assurances of payment, taking into account the following considerations: (i) whether the alternate form of guaranty conforms with the specific requirements identified by ComEd and Ameren, (ii) whether the alternate form of guaranty provides substantially similar credit protections to the credit protections provided to ComEd and Ameren by the standard forms of guaranty, (iii) whether the alternate form of guaranty is missing any of the specific protections found in the standard forms of guaranty, and (iv) whether the alternate form of guaranty includes defenses in favor of the guarantor not found in the standard forms of guaranty. ComEd and Ameren may also identify specific changes that would permit the alternate form of guaranty to be acceptable, if such changes are of a limited nature. ComEd and Ameren shall inform the Auction Manager of their decision.
4. The Auction Manager will inform the proposing party of this decision. Proposing parties will be given an opportunity to resubmit the alternate form of guaranty only if it is resubmitted with changes identified by ComEd and Ameren, as accepted.

5. Proposing parties will be responsible for reimbursing ComEd and Ameren for all legal fees associated with outside counsel review with respect to the alternate form of guaranty submitted by the proposing party.

Requirements for the Alternate Guaranty

Set forth below are the specific requirements that must be met in order for any alternate form of guaranty to be acceptable. The alternate form of guaranty must include the following:

1. Guaranty must be an unconditional guaranty of payment of all amounts due by Bidder to ComEd under the CPP-A, CPP-B and/or CPP-H Supplier Forward Contract, as appropriate, and/or to Ameren under the BGS-FP, BGS-LFP and/or BGS-LRTP Supplier Forward Contract, as appropriate. The CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP and/or BGS-LRTP Supplier Forward Contract(s), as appropriate, must be expressly identified and the satisfaction of obligations through performance may not be authorized.
2. Guaranty may be terminated upon not less than thirty (30) days advance written notice to ComEd or Ameren, as appropriate, and termination shall not discharge liabilities and obligations of the Guarantor that have been incurred before the effective date of the termination. The termination may only be effective upon receipt by ComEd or Ameren, as appropriate, of alternate means of security or credit support covering amounts due by the Supplier to ComEd under the CPP-A, CPP-B or CPP-H Supplier Forward Contract or to Ameren under the BGS-FP, BGS-LFP or BGS-LRTP Supplier Forward Contract, as appropriate.
3. Guaranty must not be subject to any monetary limit.
4. Guaranty must be accompanied by a certification that this form of guaranty, subject to changes needed to conform with the specific requirements of ComEd and Ameren, has been in general use by the submitting party in its ordinary course of business over the past twelve months.
5. Guaranty must be a guaranty of payment and not of collection.
6. Assignment by the guarantor of its obligations under the guaranty (whether voluntarily or by operation of law) shall not be permitted except with the prior written consent of [ComEd] [Ameren].
7. Subject to requirement number 4 listed above, a party may designate a state other than Illinois whose laws shall govern the interpretation of the guaranty. However, if a party chooses a state other than Illinois, the guaranty must provide that the party consents to

jurisdiction in Illinois and agrees to maintain a registered agent for service of process in Illinois, as is required by section 15.14 of the [CPP-A, CPP-B or CPP-H] Supplier Forward Contract and section 15.15 of the [BGS-FP, BGS-LFP or BGS-LRTP] Supplier Forward Contract.

8. The proposing party must provide a signed opinion from a law firm of national (i.e., United States) standing (i) when the alternate form of guaranty is initially delivered to the Auction Manager for review, as to the enforceability of the alternate form of guaranty (assuming due authorization, execution and delivery by the Guarantor of the alternate form of guaranty) and (ii) when the definitive, executed guaranty is delivered, as to the due authorization, execution and delivery by the Guarantor of, and enforceability against the Guarantor of, the alternate form of guaranty. The opinions must not be weaker than would be industry norm and must contain only those qualifications that would be typical. The opinion shall name ComEd and Ameren and explicitly state that ComEd and Ameren are entitled to rely on the opinion.
9. The alternate form of guaranty must be executed and delivered at the time the BGS or CPP Supplier executes the applicable Supplier Forward Contract(s).

Timetable²

ComEd and Ameren urge all potential bidders that wish to secure approval of an alternate form of guaranty in advance of the auction to submit such alternate form of guaranty according to the following timetable. This timetable ensures that potential bidders are aware of whether their alternate form of guaranty is accepted before Part 1 Applications are due. The deadline to submit an alternate form of guaranty, with all the required documentation, is noon (CDT) on June 8, 2006.

If needed, the Auction Manager will require that proposing parties of any modifications needed to their alternate form of guaranty by noon (CDT) on June 15, 2006. Proposing parties will be given no more than two business days to then re-submit their alternate form of guaranty.

The Auction Manager will provide the proposing parties with written notice of the decision on or before June 23, 2006.

² All dates listed in this section and in the Timetable are approximations and placeholders.

Timetable for Alternate Guaranty Process for the Initial Auction	
Deadline to submit alternate form of guaranty and all required documentation	Noon (CDT), June 8, 2006
Auction Manager informs proposing parties of any required changes in the alternate guaranty or supporting documents	Noon (CDT), June 15, 2006
Deadline to submit required modifications or revisions to the alternate form of guaranty or other required documents	Noon (CDT), June 19, 2006
Auction Manager informs proposing parties of decision	June 23, 2006

Appendix D – Glossary

Defined terms used in the Application Form and these notes to the Application Form shall have the meaning given to such terms in the Illinois Auction Rules; definitions for such terms are summarized here for convenience. Other terms are also defined below.

Ameren or Ameren Companies

An umbrella term for the following three Integrated Distribution Companies of Ameren: Central Illinois Light Company (AmerenCILCO), Central Illinois Public Service Company (AmerenCIPS), and Illinois Power Company (AmerenIP).

Applicant

An interested party that submits a Part1 Application or a Qualified Bidder that submits a Part 2 Application.

Association

A relationship that a party participating in one Group may have with another party participating in the same Group(s), as defined in the Illinois Auction Rules.

Auction Manager or Auction Manager Team

The person retained by ComEd and Ameren to manage the Illinois Auction under the ICC's oversight.

Authorized Representative

The Authorized Representative is authorized to represent the Applicant in the Group(s) for which the Applicant is applying. The Authorized Representative must ensure that only authorized persons act on behalf of the Applicant in the Illinois Auction and is responsible for ensuring that no Confidential Information is disclosed improperly.

BGS-FP Supplier Forward Contract

The BGS-FP Supplier Forward Contract is the standard contract, which will be used by the winners of the BGS-FP product(s) and Ameren.

BGS-FP Tranche

A tranche of a product is a full-requirements tranche. A tranche for a product is a fixed percentage share of Ameren's BGS-FP Load for various terms, which begin January 1, 2007 and end May 31, 2008, May 31, 2009, and May 31, 2010, respectively. The tranche size is the percentage share of the BGS-FP Load corresponding to approximately 100 MW of BGS-FP peak demand.

BGS-LFP Supplier Forward Contract

The BGS-LFP Supplier Forward Contract is the standard contract, which will be used by the winners of the BGS-LFP product and Ameren.

BGS-LFP Tranche

A tranche of a product is a full-requirements tranche. A tranche for a product is a fixed percentage share of Ameren's BGS-LFP Load for one term, which begins January 1, 2007 and ends May 31, 2008. The tranche size is the percentage share of the BGS-LFP Load corresponding to approximately 100 MW of BGS-LFP peak demand.

BGS-LRTP Supplier Forward Contract

The BGS-LRTP Supplier Forward Contract is the standard contract, which will be used by the winners of the BGS-LRTP product and Ameren.

BGS-LRTP Tranche

A tranche of a product is a full-requirements tranche. A tranche for a product is a fixed percentage share of Ameren's BGS-LRTP Load for one term, which begins January 1, 2007 and ends May 31, 2008. The tranche size is the percentage share of the BGS-LRTP Load corresponding to approximately 100 MW of BGS-LRTP peak demand.

Bidding Agreement (Bidding Arrangement)

Any agreement between two or more parties, each of whom intends to participate in the same Group(s), to share information regarding bidding strategy in the Group, to share information regarding round results, to agree upon bids, to agree upon bidding strategy or to coordinate bids during the Group.

Bidding Consortium

A group of separate businesses or business people joining together to submit joint bids in the same Group(s). A set of companies joining together to supply load for the various Group(s), with each providing different expertise or components.

Bidding Procedure

The method by which bids are received and processed.

ComEd

The Commonwealth Edison Company.

Confidential Information

There are two types of Confidential Information. Confidential Information relative to the bidding strategy means information relating to a bidder's bid, whether in writing or verbally, which if it were to be made public would be likely to have an effect on any of the bids that another bidder would be willing to submit at the Group. Confidential Information regarding the auction process means information that is not released publicly by the ICC or the Auction Manager and that a bidder acquires as a result of participating in the Illinois Auction, whether in writing or verbally, which if it were to be made public could impair the integrity of current or future auctions, impair the ability of ComEd or Ameren to hold future auctions, harm consumers, or injure bidders or Applicants. Please consult the Illinois Auction Rules for a more detailed description of Confidential Information.

CPP-A Supplier Forward Contract

The CPP-A Supplier Forward Contract is the standard contract, which will be used by the winners of the CPP-A product(s) and ComEd.

CPP-A Tranche

A tranche of a product is a full-requirements tranche. A tranche for a product is a fixed percentage share of ComEd's CPP-A Load, which begins January 1, 2007 and ends May 31, 2008. The tranche size is the percentage share of the CPP-A Load corresponding to approximately 100 MW of CPP-A peak demand.

CPP-B Supplier Forward Contract

The CPP-B Supplier Forward Contract is the standard contract, which will be used by the winners of the CPP-B product and ComEd.

CPP-B Tranche

A tranche of a product is a full-requirements tranche. A tranche of one product is a fixed percentage share of ComEd's CPP-B Load for a specified number of months beginning on January 1, 2007 for the first Auction, and on June 1 of each Auction thereafter. The tranche size is the percentage share of the CPP-B Load corresponding to approximately 100 MW of CPP-B peak demand.

CPP-H Supplier Forward Contract

The CPP-H Supplier Forward Contract is the standard contract, which will be used by the winners of the Hourly Price CPP Group and ComEd.

CPP-H Tranche

A tranche of a product is a full-requirements tranche. A tranche for a product is a fixed percentage share of ComEd's CPP-H Load, which begins January 1, 2007 and ends May 31, 2008. The tranche size is the percentage share of the CPP-H Load corresponding to approximately 100 MW of CPP-H peak demand.

Credit Representative

The Applicant's or the Guarantor's (as appropriate) in-house credit representative who can answer questions or provide information about the Applicant's or Guarantor's credit with respect to the requirements for the Illinois Auction.

Delegate

A Delegate is authorized by the Applicant's Authorized Representative to represent the Applicant in either the ComEd Groups or the Ameren Groups. The Delegate(s) may serve as the Applicant's contact for the specified Group(s) while the Illinois Auction is in progress and regarding the Applicant's Indicative Offer in its Part 2 Application.

Financial Guarantee

Each qualified bidder must post a financial guarantee, in the form of a letter of credit for each Group, proportional to its Indicative Offer at the Maximum Starting Price. Some bidders may be required to post additional Pre-Auction Security depending on a creditworthiness assessment.

Group

There are two Groups in each Section. The Fixed Price BGS Group contains products for the BGS-FP Load and the BGS-LFP Load. The Hourly Price BGS Group contains a product for the BGS-LRTP Load. The Fixed Price CPP Group contains products for the CPP-A Load and the CPP-B Load. The Hourly Price CPP Group contains a product for the CPP-H Load.

Guarantor

Any party who has agreed to guarantee the Applicant's financial obligations for purposes of bidding in the Illinois Auction.

ICC

The Illinois Commerce Commission.

Illinois Auction

The process by which ComEd and Ameren procure supply for their retail customers through an auction.

Illinois Auction Rules

The set of bidding rules governing the Illinois Auction.

Indicative Offer

An Indicative Offer for a Group states a number of tranches that a Qualified Bidder is willing to serve in that Group at the Maximum Starting Price and a number of tranches that the participant is willing to serve at the Minimum Starting Price. The Indicative Offer at each price cannot exceed the load cap for that Group. These Indicative Offers are considered in determining starting prices for the Groups. Indicative offers are provided with the Part 2 Application.

Joint Venture

An enterprise entered into by two or more people for profit with the purpose of bidding in the same Group(s). A Joint Venture has most of the elements of a partnership, such as shared management, the power of each venturer to bind the others in the business, division of profits and joint responsibility for losses. However, unlike a partnership, a Joint Venture anticipates a specific area of activity and/or period of operation, so after the purpose is completed, bills are paid, profits (or losses) are divided, and the Joint Venture is terminated.

Letter of Intent to Provide a Guaranty

Standard form of a letter of intent to provide a guaranty from a specified entity that is acceptable to both ComEd and Ameren that can be used to meet the Pre-Auction Security.

Letter of Reference

Standard form of a letter of reference from a bank that is acceptable to both ComEd and Ameren that can be used to meet the Pre-Auction Security.

Load Cap

A load cap for a Group is the maximum number of tranches that a bidder can bid and win for that Group.

Market Buyer

Has the meaning ascribed to such term in the PJM OATT, PJM West RAA, and/or PJM OA.

Market Participant

Has the meaning ascribed to such term in the MISO Tariff.

Market Seller

Has the meaning ascribed to such term in the PJM OATT, PJM West RAA, and/or PJM OA.

Midwest ISO

See MISO

Minimum and Maximum Starting Prices for a Group

The Minimum and Maximum Starting Prices for a Group establish the range of possible round 1 prices for product(s) in that Group. ComEd or Ameren, as appropriate, in consultation with the Auction Manager, ICC Staff and the Auction Advisor, will choose a starting price for round 1 for products in the CPP or BGS Groups, respectively. Each round 1 price is between the Minimum and the Maximum Starting Prices.

MISO or Midwest ISO

The Midwest Independent Transmission System Operator, Inc. or its successor(s).

MISO Operating Manual

Sets forth MISO's operating instructions, policies and procedures.

MISO Tariff

The Open Access Transmission Tariff and Energy Markets Tariff for the MISO, on file with FEREC, which sets forth the rates, terms and conditions of transmission service over the MISO transmission system.

Network Integration Transmission Service ("NITS")

Has the meaning ascribed to such term in the PJM OATT and the MISO OATT, as appropriate. In the event the PJM OATT is modified such that Network Integration Transmission Service is no longer offered, Network Integration Transmission Service shall mean the type of transmission service offered under the PJM OATT that is accorded the highest level of priority for scheduling and curtailment purposes.

Notification of Qualification

The Auction Manager will inform an Applicant for which Group(s) it has become a Qualified Bidder.

Part 1 Application

The process by which an interested party becomes a Qualified Bidder for a Group.

Part 1 Application Date

The date that an interested party must submit its Part 1 Application to the Auction Manager.

Part 2 Application

The process by which a Qualified Bidder becomes a Registered Bidder for a Group.

Part 2 Application Date

The date that a Qualified Bidder must submit its Part 2 Application to the Auction Manager.

PJM

The PJM Interconnection L.L.C. or its successor.

PJM OA

The PJM Operating Agreement.

PJM OATT

The prevailing PJM Open Access Transmission Tariff on file with the FERC, which sets forth the rates, terms and conditions of transmission service over transmission facilities located in the PJM control area.

PJM West RAA

The PJM West Reliability Assurance Agreement.

Pre-Auction Letter of Credit

The Letter of Credit must be in a form for each Group submitted with the Part 1 Application acceptable to both ComEd and Ameren. The amount of the Letter of Credit is proportional to the Indicative Offer at the Maximum Starting Price.

Pre-Auction Security

Each Qualified Bidder must post Pre-Auction Security in the form of a letter of credit for each Group, proportional to its Indicative Offer at the Maximum starting price. Some bidders may be required to post additional Pre-Auction Security depending on a creditworthiness assessment.

Product

A product in a Group is a load category for a given supply period.

Products (BGS Groups)

In the Fixed Price BGS Group there will be four (4) products: BGS-FP 17-months, BGS-FP 29-months, BGS-FP 41-months, and BGS-LFP 17-months. In the Hourly Price BGS Group there will be one product, BGS-LRTP 17-months. All supply periods begin January 1, 2007.

Products (CPP Groups)

In the Fixed Price CPP Group there will be five (5) CPP-B products and one (1) CPP-A product. The CPP-B products will be for five (5) different supply periods, namely supply periods of 17-months, 29-months, 41-months, 53-months and 65-months. Each supply period begins on January 1, 2007 and ends on May 31 of 2008, 2009, 2010, 2011, and 2012. The CPP-A product will be for seventeen (17) months beginning on January 1, 2007 and ending on

May 31, 2008. In the Hourly Price CPP Group there will be one (1) product. The supply period will be seventeen (17) months, beginning on January 1, 2007 and ending on May 31, 2008.

Qualified Bidder

An interested party that has submitted a Part 1 Application for that Group and that has satisfied all conditions of the Part 1 Application. Interested parties will be notified whether they have qualified for a Group no later than three business days after the Part 1 Application Date.

Registered Agent in Illinois

The Registered Agent in Illinois is a resident individual of Illinois whose business office is the same as the registered office or a corporation with authority to transact business in Illinois that is authorized by its articles of incorporation to act as such agent and whose business office is the same as the registered office.

Registered Bidder

A Qualified Bidder for a Group that submits a Part 2 Application for that same Group and that satisfies all conditions of the Part 2 Application becomes a Registered Bidder for that Group. Conditions of the Part 2 Application include the submission of an Indicative Offer and financial guarantees. These conditions also include making certifications relating to the Association and Confidential Information Rules or, if not all these certifications can be made, providing additional information to the Auction Manager and abiding by the subsequent course of action decided by the Auction Manager.

Section

There are two Sections in the Auction each with a BGS and CPP Group. The Fixed Price Section contains products for the BGS-FP Load and the BGS-LFP Load in the BGS Group as well as products for the CPP-A Load and the CPP-B Load in the CPP Group. The Hourly Price Section contains a product for the BGS-LRTP Load in the BGS Group as well as a product for the CPP-H Load in the CPP Group.

Starting Prices

The product-specific Starting Prices are the going prices in effect during the bidding phase of the first round of the Illinois Auction. ComEd and Ameren will set their own Starting

Price. Each Starting Price will be set no lower than the Minimum Starting Price and no higher than the Maximum Starting Price.

Supplier Forward Contract

See CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP, and/or BGS-LRTP Supplier Forward Contract.

Tranche

See CPP-A, CPP-B, CPP-H, BGS-FP, BGS-LFP, or BGS-LRTP Tranche.

Web site

The Web site for the Illinois Auction is www.XXXX.com.

End of Part 1 Application Form