

RIDER MV – MARKET VALUE OF POWER AND ENERGY

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RIDER MV – MARKET VALUE OF POWER AND ENERGY

1. APPLICABILITY

Rider MV – Market Value of Power and Energy (Rider MV) is applicable to any Company tariff (1) under which the Company sells electric power and energy supply to retail customers on and after January 2, 2007; or (2) that refers to this Rider or any portion of this Rider, or any data calculated or otherwise derived under or in accordance with this Rider. Notwithstanding the previous sentence, no retail tariff charge will be computed in accordance with the provisions of this Rider for service provided prior to January 2, 2007. Retail prices for electric power and energy supplied pursuant to the Company's Basic Generation Service (BGS), Real-Time Pricing (RTP) or other tariffs shall be determined in accordance with this Rider MV and shall be stated in the Retail Supply Charge Informational Filing, substantially in the form of Appendix A to this Rider, as amended from time to time. Notwithstanding the above, interruptible electric power and energy supply offered to hourly pricing customers 5,000 kW or greater, as discussed in the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), shall not be offered under this tariff.

2. PURPOSE

Rider MV provides for appropriate determination, on a periodic basis and in a transparent manner, of the market value of electric power and energy supply as a function of contracts applicable to the market in which the Company sells, and retail customers in its service area buy, electric power and energy. Rider MV makes this determination based on the prices and terms contained in wholesale contracts entered into by the Company with suppliers resulting from a Competitive Procurement Process (CPP). The core of the CPP is a single procurement auction, the Illinois Auction, in which the Ameren Companies, Central Illinois Light Company d/b/a AmerenCILCO, Central Illinois Public Service Company d/b/a AmerenCIPS and Illinois Power Company d/b/a AmerenIP collectively for their combined retail electric load, participate to procure electric power and energy supply for its retail customers. The Illinois Auction is conducted by an independent Auction Manager in which registered bidders vie for the obligation to provide electric power and energy supply and certain other related services in amounts sufficient to serve percentage shares of each company's retail electric power and energy supply requirements for specified, varying durations.

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Rider MV defines the criteria that such CPP must meet in order for the resulting contracts and prices to be used as provided in this Rider. Rider MV establishes the method by which the costs incurred under the supply contracts resulting from the CPP are translated into seasonal and peak and off-peak values, as applicable, for use in calculating individual supply-related charges in the Company's retail tariffs to which this Rider is applicable. Such methodologies take into account relevant characteristics of retail customers in the service territory of the Ameren Companies and are described through formulae provided herein. Rider MV provides mechanisms to ensure there is not an over or under recovery of CPP costs and certain market value adders.

3. DEFINITIONS

A. GENERAL DEFINITIONS

The following definitions are provided in addition to those contained in the Definitions section of the Customer Terms and Conditions of the Company's Schedule of Rates.

Annual Contract Period

Annual Contract Period means the period of time from January 2, 2007, through May 31, 2008, for the retail prices generated by the initial CPA and the period from June 1 through May 31 for each subsequent CPA.

Auction Commencement Date

The Auction Commencement Date means the date on which bidding begins in the Illinois Auction, as defined in this General Definitions section.

Auction Completion Date

The Auction Completion Date means the date on which bidding ends in the Illinois Auction.

Auction Manager

Auction Manager is an independent auction administrator contracted to manage the Illinois Auction.

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Auction Product

Auction Product means electric power and energy and financial responsibility for applicable ancillary transmission services for a specified period of time required by an electric utility to serve the electric power and energy requirements of its retail customers and procured through a process that employs the Illinois Auction. The Auction Products procured by the Company are for electric power and energy supply requirements.

Backup

Backup means the hourly kWh generation capability rating for Customers with generation capacity of 5,000 kW or more and such generation is not used for emergency purposes.

Basic Generation Service (Rider BGS) or Basic Generation Service-Fixed Pricing Load (BGS-FP Load)

BGS-FP Load represents the sum of the hourly load, multiplied by a loss expansion factor, of all Residential and Small Commercial and Industrial (C&I) customers (less than 1,000 kW) that have not chosen a RES. The retail supply tariff is known as Rider BGS. Customers under 1,000 kW will have an optional Real-Time Pricing tariff (Rider RTP). Customers taking service under Rider BGS or Rider RTP will be supplied from the BGS-FP Supplier Forward Contracts. The BGS-FP Load is divided into one or more Auction Products as described in the Competitive Procurement Auction Process part of this Rider.

Basic Generation Service – Large (Rider BGS-L) or Basic Generation Service – Large Customer Fixed Pricing Load (BGS-LFP Load)

BGS-LFP Load represents the sum of the hourly load, multiplied by a loss expansion factor, of all customers 1,000 kW and greater who have not opted to be served by a RES nor elected Rider RTP-L or interruptible service under Rider RTP-LI for their electric power and energy supply service during the Open Enrollment Period.. Rider BGS-L contains the terms and conditions for customers electing such service. Customers taking service under Rider BGS-L will be supplied from the BGS-LFP Supplier Forward Contracts.

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Basic Generation Service – Large Service Real-Time Pricing Load (BGS-LRTP Load) or Real-Time Pricing – Large (Rider RTP-L)

BGS-LRTP Load represents the sum of the hourly load, multiplied by a loss expansion factor, of all customers who are 1,000 kW and greater and take service under Rider RTP-L. Customers take Rider RTP-L if they opt for service under Rider RTP-L, return from RES supply and not eligible to take service under Rider BGS-L, have generation that qualifies them for Rider RTP-L, or requests partial service from a RES. Customers taking service under Rider RTP-L will be supplied from the BGS-LRTP Supplier Forward Contracts.

BGS Group

BGS Group means the Auction Products, collectively, procured by the Company in the Fixed Price Section, as defined in this General Definitions part, or the Auction Product procured by the Company in the Hourly Price Section, as defined in this General Definitions part, of the Illinois Auction.

Category of Service or Category

Category of Service or Category means a load category as defined for the Illinois Auction for the classification of customers as provided under BGS-FP Load, BGS-LFP Load and BGS-LRTP Load.

Commission or ICC

Commission or ICC means the Illinois Commerce Commission or any duly constituted successor to the Commission.

Competitive Procurement Process or CPP

Competitive Procurement Process or CPP means the processes undertaken to procure electric power and energy and other related services.

Competitive Procurement Auction Process or CPA

Competitive Procurement Auction Process or CPA means the auction processes as approved in the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.)

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Customer Supply Group

Customer Supply Group means the designation used to determine the customer loads attributable to each Category described in the Customer Supply Group in this Rider and for the purpose of computing charges for electric power and energy supply applicable to retail customers.

Customer Group

Customer Group represents the Service Classifications under Rider BGS, Rider BGS-L, Rider RTP and Rider RTP-L.

CPT

CPT means Central Prevailing Time, which is Central Standard Time or Central Daylight Savings Time, as applicable.

Determination Period

Determination Period means the calendar month for which a Market Value Adjustment (MVA) is determined for retail customers for which the Company procures electric power and energy supply for the BGS-FP Category of Service and the BGS-LFP Category of Service. Determination Period means the appropriate costing period determined for retail customers for which the Company procures electric power and energy supply for the BGS-LRTP Category of Service.

Effective Period

Effective Period means the monthly billing period during which an MVA is applied to kilowatt-hours (kWhs) provided to retail customers. With respect to retail customers for which the Company procures electric power and energy supply for the BGS-FP Category of Service and the BGS-LFP Category of Service, the Effective Period is the monthly billing period occurring two months after the Determination Period, and the March 2007 monthly billing period is the first such Effective Period. With respect to retail customers for which the Company procures electric power and energy supply for the BGS-LRTP Category of Service, the Effective Period relates to how the costs are adjusted.

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End of Business

End of Business means 5:00 p.m. CPT.

FERC

FERC means Federal Energy Regulatory Commission or any successor federal agency, commission, or department.

Filing Month

Filing Month means the month in which the MVA is determined and filed with the Commission.

Fixed Price Section

Fixed Price Section means the part of the Illinois Auction through which Auction Products are procured for which charges to retail customers are fixed for specified periods of time.

Hourly Price Section

Hourly Price Section means the part of the Illinois Auction through which Auction Products are procured for which charges to retail customers include a component that varies on an hourly basis.

Illinois Auction

Illinois Auction means a competitive process, conducted in accordance with the ICC's Order entered in the Docket Nos. 05-0160/05-1061/05-0162 (Cons.) and this Rider, through which the Company procures electric power and energy supply it requires for customers choosing electric power and energy service from the Company. The Illinois Auction may include such other electric utilities that provide for the electric power and energy supply requirements of any such other electric utility's retail customers, in accordance with applicable orders issued by the ICC.

Illinois Auction Rules

Illinois Auction Rules means the rules for the Illinois Auction established by the Auction Manager in compliance with this Rider and orders from the ICC.

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kW

kW means kilowatt. kW is a unit measurement of the demand for electricity or rate at which electricity is used.

kW-Day

kW-Day means the highest average load in kW during any fifteen minute interval during the calendar day for customers in the Self-Generating Customer Group, and MW-Day/1,000 for all other customers.

kWh

kWh means kilowatt-hour. kWh is a unit measurement of the amount of electricity used.

MW

MW means megawatt and equals 1,000 kW. MW is a unit measurement of the demand for electricity or rate at which electricity is used.

MWh

MWh means megawatt-hour and equals 1,000 kWh. MWh is a unit measurement of the amount of electricity used.

MW-Day

MW-Day means the customer's contribution to the previously established annual system peak demand, plus any applicable reserve requirement required by the regional reliability entity to which the Company belongs.

MISO

MISO means Midwest Independent Transmission System Operator, Inc. or its successor.

MISO-Administered Markets

MISO-Administered Markets means the markets for capacity and real-time energy, if any, administered by the MISO.

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MISO Delivery Point

MISO Delivery Point means the load zone(s) recognized by the MISO as encompassing the BGS-FP Load, BGS-LFP Load and BGS-LRTP Load of the Company.

MISO Off-Peak Period

MISO Off-Peak Period means all hours other than those included in the MISO Peak Period.

MISO Peak Period

MISO Peak Period means the hours from 6 A.M. until 10 P.M. Central Prevailing Time (CPT), Monday through Friday except on days designated by the NERC.

Market Value or MV

Market Value or MV is being used consistent with the provisions of Section 16-112 and Section 16-111(i) of the Customer Choice Law.

NERC

NERC means North American Electric Reliability Council or its successor.

Non-summer Period

Non-summer Period means the January, February, March, April, May, October, November, and December monthly periods.

Open Enrollment Period

Open Enrollment Period means the period in which Customers can enroll for service under Rider BGS-L for the next Annual Contract Period. The length of the Open Enrollment Period varies dependent upon the Customer's Demand in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.) In addition, Customers at or above 3,000 kW of Demand must sign the non-binding Pre-Qualification Form for their load to be included in the in the CPA under BGS-LFP Category in order to be eligible to elect service under Rider BGS-L during the Open Enrollment Period.

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Partial Requirements Supply Service or PRSS

Partial Requirements Supply Service or PRSS means a portion of a Customer's electric power and energy supply requirements that may be provided as Company-supplied power and energy subject to the Terms and Conditions as specified in Rider RTP, Rider RTP-L and Rider RTP-LI.

Pre-Qualification Form

Pre-Qualification Form means the non-binding form a Customer, at or above 3,000 kW of Demand, must sign for their load to be included under the BGS-LFP Category in order to be eligible to elect service under Rider BGS-L during the Open Enrollment Period.

Retail Aggregate Load

Retail Aggregate Load means the electric power and energy delivered by the Company to its retail customers, including losses on the distribution and transmission systems located in the Company's service territory.

Retail Aggregate Load – BGS-FP

Retail Aggregate Load – BGS-FP means the portion of the Retail Aggregate Load attributable to retail customers for the following Customer Groups as described in the Customer Supply Groups section of this Definitions part and served pursuant to the BGS-FP Category Auction Products:

Residential Customer Group (BGS-1)

Small General Service Customer Group (BGS-2)

General Service Customer Group (BGS-3)

Lighting Service Customer Group (BGS-5)

Optional Real Time Pricing Customer Group (RTP-1, RTP-2, RTP-3)

Retail Aggregate Load – BGS-LFP

Retail Aggregate Load – BGS-LFP means the Retail Aggregate Load attributable to retail customers in the Large General Service (BGS-4) Customer Group as described in the Customer Supply Groups Definition section of this Definitions part and served pursuant to the BGS-LFP Category Auction Products.

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Retail Aggregate Load – BGS-LRTP

Retail Aggregate Load – BGS-LRTP means the Retail Aggregate Load attributable to retail customers in the Large General Service (RTP-4) Customer Group electing Real-Time Pricing and retail customers in the Large General Service Customer Group who self generate 5,000 kW or more as described in the Customer Supply Groups section of this Definitions part and served pursuant to the BGS-LRTP Category Auction Products.

Retail Off-Peak Period

Retail Off-Peak Period means all hours other than those included in the Retail Peak Period.

Retail Peak Period

Retail Peak Period means the hours from 10 A.M. until 10 P.M. Central Prevailing Time (CPT), Monday through Friday except New Year's Day, Memorial Day, Fourth of July, Labor Day, Thanksgiving Day and Christmas Day or if one of the preceding holidays occurs on a Sunday, the Monday immediately following the holiday.

Retail Supply Charges

Retail Supply Charges means the Market Value prices determined pursuant to this Rider and applicable to retail customers electing electric power and energy supply from the Company.

Section

Section means either the Fixed Price Section or the Hourly Price Section within the Illinois Auction.

Summer Period

Summer Period means the June, July, August, and September monthly periods.

Supplemental

Supplemental means electric power and energy supply in excess of the amount classified as Backup.

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Supplier Forward Contract or SFC

Supplier Forward Contract or SFC means a standard contract form pursuant to which the Company enters into binding wholesale contracts for the procurement of electric power and energy supply, and certain other related services, from suppliers as described in this Rider.

Staff

Staff means the Staff of the ICC.

Tranche

Tranche of Retail Aggregate Load – BGS-FP, or the Retail Aggregate Load – BGS-LFP or the Retail Aggregate Load BGS-LRTP means a percentage share of the Retail Aggregate Load – BGS-FP, or the Retail Aggregate Load – BGS-LFP or the Retail Aggregate Load BGS-LRTP respectively in each hour. The approximate size of a Tranche is 50 MW of peak coincident retail load.

B. CUSTOMER SUPPLY GROUP DEFINITIONS

Customer Supply Groups are designations for retail customers located throughout the Ameren service territory in Illinois so that retail customers can be categorized for the purposes of assigning customer load to the applicable Illinois Auction Sections and for the purposes of computing charges for electric power and energy supply applicable to retail customers. The following nine Customer Groups are defined for such purposes:

Residential Service Customer Group (BGS-1) means the customer group applicable to any retail customer qualifying for service under Rate DS-1 and using electric service primarily for residential purposes. The load of this group is categorized in the CPA as BGS-FP Load.

Small General Service Customer Group (BGS-2) means the customer group applicable to any nonresidential customer having a monthly demand of less than 150 kW and qualifies for service under Rate DS-2. The load of this group is categorized in the CPA as BGS-FP Load.

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General Service Customer Group (BGS-3) means the customer group applicable to any nonresidential customer qualifying for service under DS-3 for which time-of-use demand metering is provided and the highest 15-minute demand was at least 150 kW but did not reach 1,000 kW in the 12 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date, as described in the CPA Timeline section of the Competitive Procurement Auction Process part of this Rider. The load of this group is categorized in the CPA as BGS-FP Load.

Large General Service Customer Group (BGS-4) means the customer group applicable to any nonresidential customer qualifying for service under Rate DS-4 for which interval metering is provided and the highest 15-minute demand was 1,000 kW or more in the 12 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date, as described in the CPA Timeline section of the Competitive Procurement Auction Process part of this Rider. This Customer Group includes Self-Generating Customers, with generating facilities at or above 5,000 kW, taking service under Rider BGS-L for Supplemental service. The load of this group is categorized in the CPA as BGS-LFP Load.

Lighting Service Customer Group (BGS-5) means the customer group applicable to any retail customer using electric service for street or private outdoor lighting that operates on a dusk-to-dawn basis. The load of this group is categorized in the CPA as BGS-FP Load.

Optional Real-Time Pricing Customer Group (RTP-1, RTP-2, RTP-3) means the customer group applicable to any residential or nonresidential customer receiving service pursuant to Rates DS-1, DS-2 or DS-3 and for which interval demand metering is installed and the Customer is billed under Rider RTP. The load of this group is categorized in the CPA as BGS-FP load.

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Real-Time Pricing Large Customer Group (RTP-4) means the customer group applicable to any nonresidential customer receiving service pursuant to Rate DS-4 and for which (a) Customer is not served under or does not elect service under Rider BGS-L pursuant to annual Open Enrollment Period, or (b) Customer is not served under or does not elect service under Rider RTP-LI, or (c) Customer returns from a RES to utility supply service either (1) prior to the Rider BGS-L Annual Contract Period, or (2) anytime during the annual Rider BGS-L Annual Contract Period. Customer must have interval demand metering and a monthly demand at or above 1,000 kW during the 12 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date, as described in the CPA Timeline section of the Competitive Procurement Auction Process part of this Rider. The load of this group is categorized in the CPA as BGS-LRTP Load.

Self-Generating Customer Group means the customer group applicable to any nonresidential customer that (a) owns, operates, and/or is entitled to the output from electric generating facilities located at such Customer's Premises, and (b) such generating facilities (1) have a generation capacity of 5,000 kW or more, and (2) are used for any purpose other than emergency purposes in the event and only during such times when electric service from the Company is interrupted. A Customer qualifying for this Customer Group shall have their hourly energy taken from Company split into Backup and Supplemental requirements. The Backup requirement is equal to the kWh generation capability rating of Customer's generation facilities for each hour during the Billing Period. All energy used by the Customer classified as Backup is served under Rider RTP-L (RTP-4) and is reflected in the CPA as BGS-LRTP Load. Supply requirements in excess of the amount classified as Backup, is considered Supplemental and served pursuant to Large General Service Customer Group (BGS-4) and is categorized in the CPA as BGS-LFP Load.

Partial Requirements Customer Group means the customer group applicable to any retail customer for whom electric power and energy supply service is split between a RES and the Company. The load of this group is categorized in the CPA as BGS-LRTP Load (RTP-4).

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4. COMPETITIVE PROCUREMENT AUCTION PROCESS

A. OVERVIEW

Beginning January 1, 2007, for retail customers for whom the Company procures electric power and energy supply, the Company procures such electric power and energy supply in accordance with the CPP. The Competitive Procurement Auction Process (CPA) is described herein. The CPA employs the Illinois Auction through which equitable, market-based pricing for electric power and energy supply is determined in a transparent manner. In certain circumstances, the Company procures electric power and energy to meet the electric power and energy supply requirements of retail customers through other mechanisms as outlined in the Limitations and Contingencies section of this Rider. Notwithstanding the above, interruptible electric power and energy supply offered to hourly pricing customers 5,000 kW or greater, as discussed in the Order in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), shall not be offered under this Rider.

B. GENERAL PROCESS

The CPA utilizes the Illinois Auction, a simultaneous, multiple-round, descending clock auction. In a multiple-round descending clock auction, an initial supply price is proposed for each Auction Product. If excess supply is offered at such initial price for an Auction Product, a subsequent price at a specified decrementally reduced level is proposed for this Auction Product in the next round. As long as excess supply is offered for any Auction Product, another round is conducted. This iterative process continues until the price can no longer be decrementally reduced for any Auction Product and no bidder can change its bid.

The Illinois Auction consists of two multiple-round, descending clock auction sections that are conducted at the same time. These auction sections are the Fixed Price Section and the Hourly Price Section. The CPA BGS-FP Category and the CPA BGS-LFP Category are included in the BGS Group in the Fixed Price Section. The CPA BGS-LRTP Category is included in the BGS Group in the Hourly Price Section.

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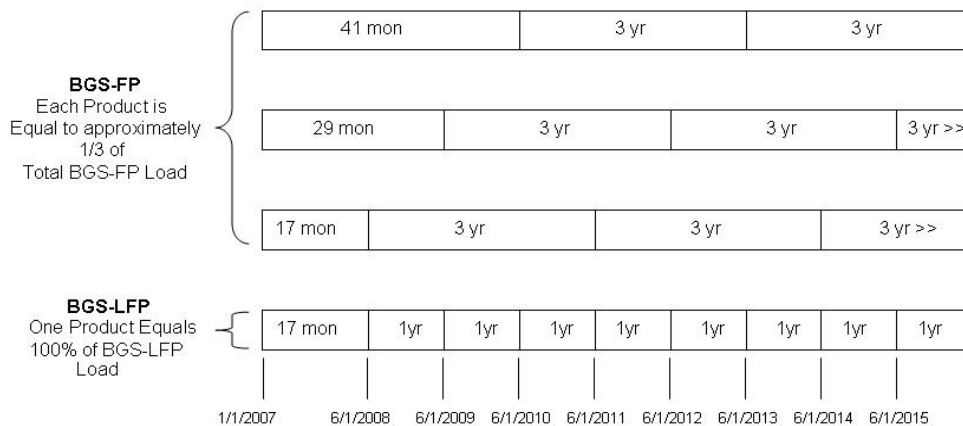
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Within the Illinois Auction Fixed Price Section, registered bidders vie for the opportunity and obligation to provide electric power and energy supply to the Company in amounts sufficient to serve percentage shares of the Company’s supply obligation related to the Retail Aggregate Load – BGS-FP and Retail Aggregate Load – BGS-LFP for specified, varying durations. The prices for the Auction Products in the BGS Group within the Illinois Auction Fixed Price Section represent unit, around-the-clock MWh prices. Registered bidders in the Fixed Price Section are allowed to bid on any one or combination of Auction Products included in such Fixed Price Section in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.) and subject to certifications made by such registered bidder.

Fixed Price Section of Retail Load – BGS Group



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Within the Illinois Auction Hourly Price Section, registered bidders vie for the opportunity and obligation to provide electric power and energy supply to the Company in amounts sufficient to serve percentage shares of the Company's supply obligation related to the Retail Aggregate Load – BGS-LRTP for a specified duration. The prices for the Auction Product in the BGS Group within the Illinois Auction Hourly Price Section represent unit MW-Day prices, with the understanding that, in addition to such unit MW-Day prices, prices for the energy component of such Auction Product are based on the MISO real-time, locational marginal prices for the Company's MISO Delivery Point. Registered bidders in the Hourly Price Section are allowed to bid on any one or combination of Auction Products included in such Hourly Price Section in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.) and subject to certifications made by such registered bidder.

The aforementioned percentage shares are defined in this Rider as Tranches. For the CPA BGS-FP Category and the CPA BGS-LFP Category in any Illinois Auction Fixed Price Section or for the CPA BGS-LRTP Category in any Illinois Auction Hourly Price Section, a single bidder cannot bid for or win the opportunity and obligation to provide electric power and energy supply for more than 35% of the Tranches included in such Illinois Auction Section, without regard to any volume reduction effected in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.), for such combined CPA BGS-FP Category and CPA BGS-LFP Category or such CPA BGS-LRTP Category.

Numerous entities participate in the CPA. The Company procures electric power and energy supply for retail customers from suppliers in accordance with the terms of SFCs to which the Company and the suppliers are bound. Before an entity can become a supplier, it must comply with certain qualification requirements through which it obtains the opportunity to bid for and win, and the opportunity and obligation to provide electric power and energy supply to the Company in the aforementioned multiple-round, descending clock auction. The Illinois Auction is planned, coordinated, and conducted by an independent Auction Manager under contract with the Company and approved for such

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assignment by the ICC. In accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), the Staff of the ICC monitors the auction and provides consultation to the Auction Manager during the CPA. The Company determines retail charges for electric power and energy supply based upon auction results using formulae provided in the Translation to Retail Supply Charges part of this Rider and provides such charges to the ICC in the form of an informational filing. In addition, the Company determines MVAs each month using the formulae provided in the Adjustment Mechanisms part of this Rider and provides such factors the ICC in the form of an informational filing each month.

The CPA includes events and activities that occur over the course of several months prior to the commencement of the Illinois Auction, during the administration of the Illinois Auction, and after the completion of the Illinois Auction. Such events and activities follow a recognized timeline and conform to documented procedures and rules established in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.) and this Rider.

CPA BGS-FP Category

The Illinois Auction Fixed Price Section includes a category that addresses the procurement by the Company of electric power and energy supply for the Company's supply obligation related to the Retail Aggregate Load – BGS-FP portion of the Retail Aggregate Load. The CPA BGS-FP Category includes Auction Products with specific durations, as illustrated by the chart included in this General Process section of the Competitive Procurement Auction Process part of this Rider. The Auction Products for the CPA BGS-FP Category are the BGS-FP Auction Products in the BGS Group of the Illinois Auction Fixed Price Section.

Through a phase-in process, the Company will ultimately procure such electric power and energy supply through a total of three staggered Auction Products, each with a duration of three years and each reflecting approximately one third of the Retail Aggregate Load – BGS-FP. The provision of BGS-FP Supply commences at the beginning of hour ending 0100 CPT on the Delivery Start Date, as defined in the SFC, and terminates at the end of hour ending 2400 CPT on the Termination Date, as defined in the SFC, of the year corresponding to the end of its

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applicable duration. Notwithstanding the previous provisions of this CPA BGS-FP Category subsection, for the initial Illinois Auction, each Auction Product has a duration that begins at the start of hour ending 0100 CPT on January 1, 2007, and extends through hour ending 2400 CPT on May 31 corresponding to the end of its 41 month, 29 month, or 17 month duration, as applicable. A single final auction price expressed in dollars and cents per MWh (\$XX.XX/MWh) is determined for all the Tranches included in an individual Auction Product. The actual electric power and energy supply the Company procures in accordance with the provisions of this CPA BGS-FP Category subsection is subject to the provisions of the Retail Customer Switching Rules part of this Rider.

CPA BGS-LFP Category

The Illinois Auction Fixed Price Section includes a category that addresses the procurement by the Company of electric power and energy supply for the Company's supply obligation related to the Retail Aggregate Load – BGS-LFP portion of the Retail Aggregate Load. The CPA BGS-LFP Category includes a single Auction Product with a one year duration which commences at the beginning of hour ending 0100 CPT on the Delivery Start Date, as defined in the SFC, and terminates at the end of hour ending 2400 CPT on the Termination Date, as defined in the SFC, on May 31 of the following year. Notwithstanding the previous provisions of this CPA BGS-LFP Category subsection, for the initial Illinois Auction, such single Auction Product has a duration beginning hour ending 0100 CPT on January 1, 2007, and extends through hour ending 2400 CPT on May 31, 2008. The Auction Product for the CPA BGS-LFP Category is the BGS-LFP Auction Product in the BGS Group of the Illinois Auction Fixed Price Section. The auction prices represent unit around-the-clock MWh prices. A single final auction price expressed in dollars and cents per MWh (\$XX.XX/MWh) is determined for all the Tranches included in this single Auction Product. The actual electric power and energy supply the Company procures in accordance with the provisions of this CPA BGS-LFP Category subsection is subject to the provisions of the Retail Customer Switching Rules part of this Rider.

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CPA BGS-LRTP Category

The Illinois Auction Hourly Price Section includes a category that addresses the procurement by the Company of electric power and energy supply for the Company's supply obligation related to the Retail Aggregate Load – BGS-LRTP portion of the Retail Aggregate Load. The CPA BGS-LRTP Category includes a single Auction Product with a one year duration which commences at the beginning of hour ending 0100 CPT on the Delivery Start Date, as defined in the SFC, and terminates at the end of hour ending 2400 CPT on the Termination Date, as defined in the SFC, on May 31 of the following year. Notwithstanding the previous provisions of this CPA BGS-LRTP Category subsection, for the initial Illinois Auction, such single Auction Product has a duration beginning hour ending 0100 CPT on January 1, 2007, and extends through hour ending 2400 CPT on May 31, 2008. The Auction Product for the CPA BGS-LRTP Category is the BGS-LRTP Auction Product in the BGS Group of the Illinois Auction Hourly Price Section. The auction prices represent unit MW-Day prices. A single final auction price expressed in dollars and cents per MW-Day (\$XX.XX/MW-Day) is determined for all the Tranches in this single Auction Product. The actual electric power and energy supply the Company procures in accordance with the provisions of this CPA BGS-LRTP Category subsection is subject to the provisions of the Retail Customer Switching Rules part of this Rider.

C. CPA PARTICIPANTS

Auction Manager

A qualified, independent Auction Manager oversees the CPA and the Illinois Auction. The Auction Manager is selected and reimbursed by the electric utilities participating in the Illinois Auction, provided that the ICC approves such selection. Such reimbursement is recovered through the Supplier Fee described in the SFCs. Certain processes described in this Rider are performed in conjunction with or jointly with other Illinois electric utilities in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), and to that extent, certain activities performed by the Auction Manager may be performed in conjunction with or jointly with the Auction Manager's performance of similar activities for any such other electric utility. The Auction Manager's responsibilities include but are not limited to the following activities:

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1. Develop and maintain a web site for the dissemination of information regarding the auction process to interested parties;
2. Receive and respond to queries regarding the CPA from interested entities, and maintain a database of all such queries and their corresponding responses on the web site described in the preceding Item 1;
3. Plan, coordinate and conduct bidder information sessions, as necessary;
4. Provide training and technical assistance to bidders with respect to the Illinois Auction Rules, described in the Illinois Auction Rules subsection of the CPA Documents section of this Competitive Procurement Auction Process part, and bidding procedures;
5. Receive bidder applications for qualification and notify applicable entities of the results of the qualification procedure;
6. Receive and review other information required of bidders before, during, and after the qualification process, as applicable;
7. Resolve issues regarding bidder associations in consultation with the Staff;
8. Receive indicative offers and financial guarantees that support such indicative offers, as described in the Bidders and Suppliers subsection of this CPA Participants section, and ensure the appropriateness of such indicative offers and financial guarantees;
9. Determine and notify bidders of their qualification status under applicable criteria throughout the CPA;
10. Develop and test bidding procedures to ensure compliance with the Illinois Auction Rules;

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11. Plan, coordinate and conduct the CPA in consultation with the Staff and following applicable procedures and rules, including, but not limited to, bidding administration and evaluation;
12. Develop confidential volume reduction guidelines with Staff, and provide for volume reductions for an Illinois Auction Section in the event that there is insufficient interest by bidders participating in such Illinois Auction Section, in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.);
13. Consult with the Staff to finalize, in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), the price decrement formulae used during the conduct of the Illinois Auction;
14. Manage the Illinois Auction; during the course of such auction, make decisions to ensure that applicable parameters are set appropriately, including, but not limited to, lengths of rounds, in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.) and this Rider after consultation with a member of the Staff designated as a lead consultant by the Manager of the Staff's Energy Division;
15. Receive and utilize, as applicable, feedback and suggestions from the Staff in order to contribute to the success of the CPA;
16. Announce the completion of the Fixed Price Section and the Hourly Price Section of the Illinois Auction in accordance with the CPA Timeline section of this Competitive Procurement Auction Process part;
17. Review the Illinois Auction immediately following the Auction Completion Date, and submit a confidential report to the ICC by the end of the second business day following the Auction Completion Date. Such report is described in the Confidential Report of the Auction Manager to the ICC subsection of the CPA Documents section of this Competitive Procurement Auction Process part;

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18. Issue a Declaration of a Successful Result for an Illinois Auction Section, as applicable, in the event that the ICC takes no formal action regarding such Illinois Auction Section by the end of the fifth business day following the Auction Completion Date, or subsequently by the end of the fifth business day following the Auction Completion Date of a repeated auction for such Illinois Auction Section, as provided for in the CPA Timeline section of this Competitive Procurement Auction Process part, if such repeated auction is conducted;
19. Prepare the Public Report of the Auction Manager. Such report is described in the Public Report of the Auction Manager subsection of the CPA Documents section of this Competitive Procurement Auction Process part. Such report is issued in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part;
20. Retain confidential bidding data, application forms, and notifications of status to bidders associated with an Illinois Auction Section in a confidential manner for a period of time extending at least two years beyond the date of the expiration of the longest term SFC executed in accordance with the results for such Illinois Auction Section.

Bidders and Suppliers

The electric power and energy supply that the Company procures under the CPA for retail customers is procured by the Company from suppliers under the terms of SFCs, which are described in the Supplier Forward Contracts subsection of the CPA Documents section of this Competitive Procurement Auction Process part. In order for an entity to become a supplier from which the Company procures such electric power and energy supply, it must follow a specific qualification process and comply with all requirements of the Illinois Auction Rules, in addition to winning the obligation to provide such electric power and energy supply through the CPA conducted in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.) and this Rider.

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At the onset of the qualification process, an entity interested in providing electric power and energy supply to the Company for its retail customers is designated as a prospective bidder. A prospective bidder is responsible for obtaining any necessary information required in order to proceed to the second phase of the qualification process. A prospective bidder must timely submit to the Auction Manager (a) a completed Part 1 Application Form, which is described in the Part 1 Application Form subsection of the CPA Documents section of this Competitive Procurement Auction Process part, and (b) payment of a nonrefundable Bid Participation Fee, as defined in the Illinois Auction Rules.

The Auction Manager determines which prospective bidders that submitted Part 1 Application Forms are qualified to proceed to the next phase of the qualification process under the applicable criteria. Such bidders are designated as qualified bidders. The Auction Manager provides a confidential document with a list naming all qualified bidders to each qualified bidder. In order to proceed to the next phase of the qualification process, a qualified bidder must complete, sign, and timely submit to the Auction Manager a Part 2 Application Form, which is described in the Part 2 Application Form subsection of the CPA Documents section of this Competitive Procurement Auction Process part. Along with the submission of the completed and signed Part 2 Application Form, each qualified bidder is required to submit an indicative offer and a proportionate financial guarantee plus additional security as needed. Moreover, each qualified bidder must make certifications regarding associations and the handling of confidential information.

The qualified bidder's indicative offer must specify (a) the number of Tranches in the Illinois Auction Section for which such qualified bidder is applying that it is willing to supply at the maximum starting price for such Illinois Auction Section, and (b) the number of Tranches in such Illinois Auction Section that it is willing to supply at the minimum starting price for such Illinois Auction Section. Such prices are announced by the Auction Manager in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part. Such qualified bidder must also submit a letter of credit equal to (i) \$250,000 multiplied by (ii) the number of Tranches in such Illinois Auction Section that such qualified bidder is willing to supply at the maximum starting price for such Illinois Auction Section, as specified in its indicative offer. In addition, depending upon the creditworthiness assessment made at the time of its Part 1 Application Form submission, such qualified bidder may be required to provide a letter of intent to provide a guaranty or a letter of reference.

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The Auction Manager determines which qualified bidders that submitted Part 2 Application Forms are eligible to proceed to the next phase of the qualification process under the applicable criteria. Qualified bidders that are determined to be eligible to proceed to the next phase of the CPA are designated as registered bidders. The Auction Manager provides a confidential document with a list naming all registered bidders to each registered bidder.

Within the Illinois Auction, registered bidders vie to win the obligation to provide electric power and energy supply to the Company for its retail customers for which the Company is procuring such electric power and energy supply. Registered bidders, that win such obligation, are designated as winning bidders upon the Declaration of a Successful Result for that Section. Each such winning bidder is required to sign the applicable SFC in a timely fashion in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part. Also in such timely fashion, each such winning bidder must demonstrate to the Company and the Auction Manager such winning bidder's compliance with the applicable creditworthiness requirements that are described in the SFC and the CPA Credit Requirements section of this Competitive Procurement Auction Process part.

Staff

In accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), Staff undertakes certain actions, including, but not limited to the following activities:

1. Provides expert advice to the ICC and the Auction Manager regarding issues related to auction design, rules, and processes, as well as related policy matters;
2. Provides consultation to the Auction Manager regarding the finalization of the price decrement formulae used during the conduct of the Illinois Auction;
3. Acts as an independent monitor of the Illinois Auction; providing observations and recommendations to the ICC and feedback and suggestions to the Auction Manager, as described in the Auction Manager subsection of this CPA Participants section, in order to contribute to the success of the auction process. Such feedback and suggestions may be made at any time during the CPA;

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4. Submits a confidential report to the ICC by the end of the second business day following the Auction Completion Date. Such report is described in the Confidential Report of the Staff to the ICC subsection of the CPA Documents section of this Competitive Procurement Auction Process part;
5. Issues a public report in a timely manner in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part. Such report is described in the Public Report of the Staff subsection of the CPA Documents section of this Competitive Procurement Auction Process part;
6. Remains bound by the confidentiality obligations applicable to the Staff under Section 4-404 and Section 5-108 of the Act.

D. CPA DOCUMENTS

Confidential Report Of The Auction Manager To The ICC

The Auction Manager submits a formal, confidential report to the ICC by the end of the second business day following the Auction Completion Date. Such report, the Confidential Report of the Auction Manager to the ICC, provides a factual summary and evaluation of the activities and events that occurred during the course of the Illinois Auction. Such report also addresses the processes and activities undertaken prior to the commencement of the Illinois Auction and external events that may have affected the Illinois Auction results. Such report includes the Auction Manager's conclusions with respect to whether the Illinois Auction met its goals. It also provides the Auction Manager's confirmation, under oath, that such confidential report is an accurate summary of the Illinois Auction as it was conducted and an accurate assessment of whether such auction was conducted fairly and appropriately following the Illinois Auction Rules and applicable procedures established in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.) and this Rider.

Confidential Report Of The Staff To The ICC

In accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), the Staff submits a formal, confidential report to the ICC by the end of the second business day following the Auction Completion Date. Such report, the Confidential

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Report of the Staff to the ICC, provides an independent assessment to the ICC as to whether or not the Illinois Auction was conducted fairly and appropriately and all necessary actions to ensure the competitiveness and integrity of such auction were followed. Such report also addresses activities undertaken prior to the commencement of the Illinois Auction, external events that may have affected the Illinois Auction results, any issues or concerns identified by the Staff, and any recommendations the Staff has regarding further action by the ICC.

Illinois Auction Rules

The Auction Manager, in coordination with the Staff and in accordance with applicable orders issued by the ICC, subject to the review and approval of the Company and other electric utilities participating in the Illinois Auction, develops a set of rules, the Illinois Auction Rules, applicable to each Illinois Auction. Each set of rules is established in accordance with and used to implement the provisions of the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-1062 (Cons.) and the terms and conditions of this Rider. The Illinois Auction Rules are provided to the Staff for informational purposes and made available to the public, including prospective bidders. Each set of Illinois Auction Rules also provides details of the individual Illinois Auction to which it is applicable that are consistent with the terms and conditions set forth in this Rider.

Part 1 Application Form

The Part 1 Application Form is a document that must be completed, signed, and timely submitted by a prospective bidder to the Auction Manager in order for such prospective bidder to be considered for further participation in the Illinois Auction. The Part 1 Application Form is available from the Auction Manager and on a publicly accessible web site. The Part 1 Application Form contains provisions that oblige the prospective bidder to meet initial creditworthiness requirements, read and comply with the Illinois Auction Rules, make certain certifications, and accept the terms of the SFCs for the Auction Products included in the Illinois Auction Section for which such prospective bidder is applying.

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In completing its Part 1 Application Form, a prospective bidder must disclose any bidding agreement or arrangement in which such bidder may have entered. Specifically, the prospective bidder must explicitly name in its Part 1 Application Form the entities with which the bidder has entered into a bidding agreement, or a joint venture for the purpose of participating in the Illinois Auction Section for which it is applying, or a bidding consortium, or any other arrangement pertaining to participating in such Illinois Auction Section.

In addition, the prospective bidder must certify that (a) it is a market participant in good standing of MISO and has executed the required MISO documents or will have executed such documents prior to when the Company begins to procure electric power and energy supply in accordance with the executed SFCs, or (b) there is no impediment to such prospective bidder becoming such a market participant and executing the required MISO documents prior to when the Company begins to procure electric power and energy supply in accordance with the executed SFCs, or (c) it will not bid on the Company's Auction Products included in the Illinois Auction Section for which such prospective bidder is applying. Such prospective bidder must also certify that (1) it is a market participant/member in good standing or has no impediment to becoming such a market participant/member of any other applicable regional transmission organization (RTO) and executing the required RTO documents prior to when procurement of any applicable Auction Product begins, or (2) it will not bid on any such Auction Product included in the Illinois Auction Section for which such prospective bidder is applying.

Moreover, the prospective bidder must certify that if it becomes a qualified bidder, it will not disclose information regarding the list of qualified bidders, including the number of qualified bidders, the identity of any or all qualified bidders, or the fact that an entity has not been qualified for further participation in such Illinois Auction Section. The prospective bidder must certify that it will keep confidential any document that lists the qualified bidders.

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The prospective bidder must further certify that during the previous five years (a) it has not been a counterparty to any SFC subject to the default or early termination provisions of such SFC; (b) it has properly disclosed all required information in making certifications relevant to determining associations included in any Part 2 Application Form it has submitted for consideration in an Illinois Auction, (c) it has abided by all certifications it has made in previously submitted Part 1 Application Forms and Part 2 Application Forms, and (d) it has not failed to sign any SFC for Tranches that it has won in an Illinois Auction. Such prospective bidder must also certify that it is not being represented by any entity that violated any of the certifications included in items (a), (b), (c), and (d) in this paragraph.

The prospective bidder must also certify that if it becomes a qualified bidder, it will not substitute another entity in its place, transfer its rights to another entity, or otherwise assign its status as a qualified bidder to another entity. Such prospective bidder must further certify it understands that any such substitution, transfer, or assignment is null and void and will result in its exclusion from participation in such Illinois Auction Section.

The prospective bidder must also certify that it agrees that the submission of any bid for any Auction Product included in an Illinois Auction Section creates a binding and irrevocable offer to meet the obligations set forth in the applicable SFC for such Auction Product. The Part 1 Application Form also includes provisions that require the prospective bidder to affirm that, in the event it becomes a winning bidder as of applicable Date of Declaration of a Successful Result, as described in this Competitive Procurement Auction Process part, it will timely sign the applicable SFC and timely comply with the creditworthiness requirements contained in such SFC.

Part 2 Application Form

The Part 2 Application Form is a document that must be completed, signed, and timely submitted by a qualified bidder to the Auction Manager in order for such qualified bidder to be considered for further participation in the Illinois Auction. The Part 2 Application Form is available from the Auction Manager and on a publicly accessible web site. The Part 2 Application Form contains provisions that oblige the qualified bidder to meet certain additional creditworthiness requirements and comply with the Illinois Auction rules. The

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qualified bidder must certify that it will keep confidential any and all documents containing confidential information, as described in the Illinois Auction Rules. The Part 2 Application Form includes provisions that require the qualified bidder for an Illinois Auction Section to make a number of certifications with respect to any associations it has with any other qualified bidder for such Illinois Auction Section to ensure that bidders are acting independently from each other and any other entity participating in such Illinois Auction Section. In making such certifications, the qualified bidder further (a) agrees to refrain from taking any actions that may affect the accuracy of the certifications, and (b) warrants that it is unaware of any events or circumstances that may cause the certifications to become untrue during the period of time during which each such certification is applicable.

The certifications are as follows:

1. The qualified bidder must certify that it is not associated with any other qualified bidder participating in the same Illinois Auction Section for which it is applying, according to the criteria defined in the Illinois Auction Rules, or if it is unable to make such certification, it must identify any and all qualified bidders with which it is associated along with a description of the nature of any and all such associations;
2. The qualified bidder must certify that it has not entered into any agreement with any other qualified bidder participating in the same Illinois Auction Section for which it is applying regarding bidding for such Illinois Auction Section, including but not limited to, the amount to bid at certain prices; the Auction Product(s) on which bids are placed; when or at what prices bids are withdrawn or switched; and/or the amount of exit prices, as described in the Illinois Auction Rules. This certification provides an exception with respect to bidders that the qualified bidder explicitly named in its Part 1 Application Form as entities with which the bidder has entered into a bidding agreement, or a joint venture for the purpose of participating in such Illinois Auction Section, or a bidding consortium, or any other arrangement pertaining to participating in such Illinois Auction Section;

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3. The qualified bidder must certify that either (i) it has not retained any entity, herein named an advisor, that will be advising or assisting the qualified bidder with respect to bidding strategy for the Illinois Auction Section for which is applying, estimation of the value of any Tranche, or estimation of the risks associated with any Tranche, or (ii) if it has retained an advisor, such qualified bidder is required to name explicitly such advisor in its Part 2 Application Form, and such advisor must (a) not discuss confidential information relative to such qualified bidder's bidding strategy or confidential information regarding the CPA provided by the qualified bidder except with such qualified bidder; (b) not use confidential information relative to such qualified bidder's bidding strategy or confidential information regarding the CPA provided by the qualified bidder for any purpose other than to provide advice to such qualified bidder; (c) be bound by all certifications made by such qualified bidder in such qualified bidder's Part 1 Application Form and Part 2 Application Form; and (d) not provide any similar advice or assistance to any other qualified bidder participating in the Illinois Auction Section for which the qualified bidder is applying. If a qualified bidder is unable to make such certification, the qualified bidder must identify all reasons for such inability. If the advisor is providing similar advice or assistance to any other bidder participating in such Illinois Auction Section, or if the advisor has access to confidential information relative to any other such bidder's bidding strategy, such qualified bidder must describe any and all protections that have been put into place to ensure that such advisor does not serve as a conduit of information between bidders, or as a coordinator of the bidding strategies of multiple bidders;

4. The qualified bidder must certify that it is not a purchasing party in any contract for any Auction Product, or any component of such Auction Product, related to the Illinois Auction Section in which such bidder is participating, and (a) that would require the disclosure of any confidential information relative to bidding strategy or confidential information regarding the CPA to a counterparty under such contract or to any other entity; or (b) that would provide instructions, direct financial incentives, or other inducements for the qualified bidder to act in a way determined by a counterparty under such contract or in concert with any other bidder participating in such Illinois Auction Section. If the qualified bidder is unable to

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5. make such certification, it must disclose the contractual arrangements that prevent the qualified bidder from making the certification. Notwithstanding the previous provisions of this Item 4, prior to the Auction Commencement Date, the qualified bidder may, during negotiations with an entity other than a qualified bidder in such Illinois Auction Section regarding contractual arrangements for the qualified bidder to purchase all components to satisfy any Auction Product, or any component of such Auction Product related to the Illinois Auction Section in which such bidder is participating in the event that the bidder becomes a winning bidder for such Illinois Auction Section, discuss with a prospective counterparty to such contract the nature of the Auction Product or components to be purchased by the qualified bidder, the volume of any such Auction Products or components, and the prices of such Auction Products or components;
6. The qualified bidder must certify that it does not have any knowledge of confidential information relative to the bidding strategy of any other qualified bidder participating in the same Illinois Auction Section for which the qualified bidder is applying, or if it is unable to make such certification it must identify any other such qualified bidder and the nature of the confidential information;
7. The qualified bidder must certify that it will not disclose confidential information relative to its bidding strategy except to entities explicitly named in its Part 1 Application Form as entities with which the bidder has entered into a bidding agreement, or a joint venture for the purpose of participating in the Illinois Auction Section for which the qualified bidder is applying, or a bidding consortium, or any other arrangement pertaining to participating in such Illinois Auction Section; or to bidders with which it is associated as disclosed in its Part 2 Application Form; or to its advisors as described in Item 3 of this Part 2 Application Form subsection; or to its financial institution. If the qualified bidder is unable to make such certification, it must identify the entity involved and the nature of the confidential information;

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8. The qualified bidder must certify that, other than (a) entities affiliated with the qualified bidder; or (b) entities explicitly named in its Part 1 Application Form as entities with which the bidder has entered into a bidding agreement, or a joint venture for the purpose of participating in the Illinois Auction Section for which the qualified bidder is applying, or a bidding consortium, or any other arrangement pertaining to participating in such Illinois Auction Section; or (c) bidders with which it is associated as disclosed in its Part 2 Application Form; no entity has agreed to defray any of such qualified bidder's costs of participating in such Illinois Auction Section, including the cost of preparing bids, the cost of any financial guarantees, the cost to be paid in the event such qualified bidder becomes a winning bidder, or any other participation cost or fee. If the qualified bidder is unable to make such certification, it must identify the entity that has agreed to defray some or all of the qualified bidder's costs of participating in such Section, and the nature of the participation costs that such entity has agreed to defray;
9. The qualified bidder must certify that if it becomes a registered bidder, it will not, at any time, disclose information regarding the total initial eligibility or the list of registered bidders, including the number of registered bidders, the identity of any or all registered bidders, or the fact that an entity has not been named for further participation in the Illinois Auction Section for which the qualified bidder is applying. If the qualified bidder is unable to make such certification, it must explain the reasons for such inability;
10. The qualified bidder must certify that it will not, at any time, disclose any confidential information regarding the CPA other than to (a) entities explicitly named in its Part 1 Application Form as entities with which such qualified bidder has entered into a bidding agreement, or a joint venture for the purpose of participating in the Illinois Auction Section for which the qualified bidder is applying, or a bidding consortium, or any other arrangement pertaining to participating in such Illinois Auction Section; or (b) bidders with which it is associated as disclosed in its Part 2 Application Form; or (c) its advisor. If the qualified bidder is unable to make such certification, it must explain the reasons for such inability; and

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11. The qualified bidder must certify that if it becomes a registered bidder, it will not substitute another entity in its place, transfer its rights to another entity, or otherwise assign its status as a registered bidder to another entity. Such qualified bidder must further certify it understands that any such substitution, transfer, or assignment is null and void and will result in its exclusion from participation in the Illinois Auction Section for which it is applying.

Public Report Of The Auction Manager

The Public Report of the Auction Manager is made available no earlier than 30 calendar days prior to the date that the Company is scheduled to begin procuring electric power and energy supply in accordance with SFCs executed following the applicable Dates of Declaration of a Successful Result, as described in the CPA Timeline section of this Competitive Procurement Auction Process part. This report provides a summary of the events and activities that occurred during the course of the CPA, with particular emphasis on how various activities and events affected the overall success of the process. It also includes a list of the winning bidders, number of Tranches won, and the final auction price for each Auction Product. The report also details any suggestions for improvement identified by the Auction Manager and any recommendations the Auction Manager has for future implementation of the CPA. This report is made available to any interested entity and is posted on a publicly accessible web site.

Public Report Of The Staff

In accordance with the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-1062 (Cons.), the Public Report Of The Staff is made available no earlier than 30 calendar days prior to the date that the Company is scheduled to begin procuring electric power and energy supply in accordance with SFCs executed following the Dates of Declaration of a Successful Result, as described in the CPA Timeline section of this Competitive Procurement Auction Process part. This report provides an assessment of the conduct of the CPA including a review of the Auction Manager's actions. The report also details any suggestions for improvement identified by the Staff and any recommendations the Staff has for future implementation of the CPA. This report is made available to any interested entity and is posted on a publicly accessible web site.

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Retail Supply Charge Informational Filing

The Retail Supply Charge Informational Filing is a document prepared by the Company and filed for informational purposes with the ICC in a timely manner in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part. It provides the Retail Supply Charges by customer supply group with differentiations by season and for time of use, as applicable, computed in accordance with the provisions of the Translation to Retail Supply Charges part of this Rider. The charges provided in the document are applicable to retail customers for which the Company procures electric power and energy supply during a period that starts at the beginning of the June following the applicable Date of Declaration of a Successful Result and extends through the end of the following May. Notwithstanding the previous provisions of this paragraph, following the applicable Date of Declaration of a Successful Result for the initial Illinois Auction, such charges are applicable to retail customers for which the Company procures electric power and energy supply during a period that starts January 2, 2007, and extends through the end of May 2008.

Supplier Forward Contracts

SFCs are the contracts that provide the terms and conditions under which the Company procures, from suppliers on a wholesale basis under the CPA, the electric power and energy supply that the Company provides to retail customers. SFCs are subject to the jurisdiction of the FERC. The SFCs are consistent with the terms and conditions set forth in this Rider.

The Company, in coordination with the Auction Manager and the Staff, develops a separate standard SFC applicable to each CPA Category of Service. Each such SFC is filed with the ICC for informational purposes and made available to the public, including prospective bidders, in accordance with the provisions of the CPA Timeline section of this Competitive Procurement Auction Process part. Each SFC includes provisions regarding the obligations of the Company and the supplier; procedures and rules pertaining to the operational aspects of the provision of electric power and energy supply; credit requirements; payment terms; and details pertaining to the administration of the contract.

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Each SFC obligates the supplier that is bound to such SFC to provide firm electric power and energy supply, at wholesale, in each hour, and delivered to the MISO Delivery Point sufficient to meet a specified percentage share of the electric power and energy supply required by the Company, in each such hour, for retail customers. Suppliers assume all volumetric risk associated with the electric power and energy supply required by the Company to serve such retail customers, including any risk associated with customer switching to or away from any applicable Company tariff service.

Each SFC has provisions regarding payments to the supplier that is bound to such SFC. The Company makes payments to such supplier. For the BGS-FP and BGS-LFP Auction Products, the unit payment price is equal to the applicable final auction price adjusted for seasonality in accordance with the provisions of the Seasonal Payment Factor Computation section in the Translation to Retail Supply Charges part of this Rider.

Each SFC has provisions regarding the payment by the supplier to the Company of a Supplier Fee. The Supplier Fee is set at a level such that, when the revenue from such fee is combined with the revenue from the Bid Participation Fee, the total revenue is sufficient to appropriately compensate the Company for anticipated third-party expenses associated with the CPA, including the cost of the Auction Manager, consultants, if any, retained by the Staff to assist in the Illinois Auction process, and the expenses associated with the promotion, conduct and review of the Illinois Auction. The Supplier Fee includes adjustments, as applicable, to reflect the amount by which any previous accumulated fees provided for over or under recovery of previous auctions and associated review expenses, as well as to accommodate any change in current CPA expenses.

Translation Documents

The Translation Documents provide the mechanism by which the CPA Retail Supply Charges are determined based upon the final auction prices of the applicable Auction Products. The Translation Documents include spreadsheets that utilize information obtained as described in the Customer Supply Group Information and the Market Cost Information sections of the Translation to Retail Supply Charges part of this Rider. The spreadsheets incorporate the formulae provided in the Market Cost Computations,

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Seasonal Payment Factor Computation, CPA Market Value, CPA Retail Supply Charge Computation, including any Mitigation Adjustment that may be required, and Adjustments To CPA Retail Supply Charges sections of such Translation to Retail Supply Charges part of this Rider. The Company prepares the Translation Documents and submits them to the Auction Manager in a timely manner in accordance with the CPA Timeline section of this Competitive Procurement Auction Process part. The Auction Manager then makes the Translation Documents available to any entity.

E. CPA CREDIT REQUIREMENTS

The SFCs provide for the identification and assessment of financial exposure due to supplier nonperformance in the following manner:

SFCs Associated with:**BGS-FP Category of Service and the BGS-LFP Category of Service**

SFCs associated with the BGS-FP Category of Service and the BGS-LFP Category of Service rely on the practice of marking the contracts to market. Each such SFC includes provisions that impose a daily margining that includes a Mark-to-Market Exposure Amount (MtMEA) on the supplier bound by such SFC. The MtMEA incorporates a daily estimate of the immediate replacement cost of the SFC less any amount due to the supplier for provision of electric power and energy supply. The MtMEA methodology is described in detail in each such SFC.

BGS-LRTP Category of Service

Each SFC associated with the BGS-LRTP Category of Service imposes a single base exposure amount, the Credit Exposure, to cover credit risks. There is no need for any such SFC to include provisions to impose a daily margining that includes an MtMEA because payments to a supplier bound by any such SFC already fluctuate in accordance with MISO locational marginal prices.

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All credit exposures associated with a single supplier bound by one or more SFCs are aggregated into a single amount, the Total Exposure Amount (TEA). The SFCs are structured so that, if a supplier is bound by multiple SFCs, a default by such supplier with respect to a single SFC triggers a default under all the SFCs to which the supplier is bound.

The SFCs generally require collateralization of the TEA, with acceptable collateral being cash or a letter of credit. However, a supplier is granted an unsecured line of credit as provided in the SFC by the Company if it undergoes a credit evaluation and meets the Company's minimum credit requirements. Such unsecured line of credit can be applied toward the satisfaction of the TEA, and can reduce the amount of collateral required. Such minimum credit requirements include the maintenance by the supplier of an investment grade rating from the rating agencies identified in the SFC. Additional requirements and considerations are imposed for suppliers that have not been incorporated under the laws of the United States.

In addition to the cash and letter of credit provisions, and as an alternative to the supplier's unsecured line of credit provision in the previous paragraph, a supplier may rely on a financial guaranty from a third party to satisfy a portion of the TEA requirement. In order for such guaranty to be accepted by the Company, the supplier's guarantor must be granted an unsecured line of credit by the Company by undergoing a credit evaluation and meeting the Company's minimum credit requirements. A guaranty will only be accepted in an amount less than or equal to the unsecured line of credit that would otherwise be granted by the Company to the guarantor. The credit standards used to determine an unsecured line of credit for a guarantor are the same standards that apply to a supplier seeking an unsecured line of credit. For a situation in which the guarantor is an affiliate of the supplier, only one unsecured line of credit is determined, using the guarantor's credit rating and subject to the limitations specified in the SFC. Furthermore, the guaranty must be in a form that is acceptable to the Company. A guaranty form that is acceptable to the Company is provided in the SFC. Such guaranty may also be in a form previously used by the supplier in the ordinary course of its business, provided such guaranty is acceptable to the Company and meets all specified alternative guaranty requirements.

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The following specific creditworthiness provisions are applicable in determining a supplier's or its guarantor's eligibility for and continuing qualification for an unsecured line of credit:

1. The requirement included in this Item 1 applies in the event that the supplier or its guarantor is incorporated or otherwise formed under the laws of the United States. If such supplier or its guarantor cannot meet this requirement, such supplier is required to post cash or a letter of credit for the TEA to the Company with respect to such supplier at the time of or prior to the execution of the SFC and at any applicable point in time during the term of the SFC. Such letter of credit must meet certain requirements as described in the SFC. The SFC provides a standard format for the letter of credit.

To be granted an unsecured line of credit, the supplier or its guarantor: (a) must be rated by at least two of the following rating agencies: Standard and Poor's, a division of the McGraw-Hill Companies, Inc., or its successor (S&P), Moody's Investors Service, Inc., or its successor (Moody's), or Fitch Ratings, a subsidiary of Fimalac, S.A., or its successor (Fitch), and (b) must have a minimum senior unsecured debt rating of at least BBB- from S&P, Baa3 from Moody's, or BBB- from Fitch. In the event that senior unsecured debt ratings are unavailable from S&P and Fitch, the corporate issuer rating, discounted one notch, is used. In the event that senior unsecured debt ratings are unavailable from Moody's, the issuer rating is used. If neither senior unsecured debt nor applicable issuer debt ratings are available from a rating firm, the Company deems that the supplier has no rating available from such rating firm for this purpose. If the supplier is rated by only two rating agencies, and the ratings are split, the lower rating is used. If the supplier is rated by three rating agencies and the ratings are split, the lower of the two highest ratings is used. Notwithstanding the provisions of the previous sentence, in the event that the two highest ratings are common, such common rating is used.

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The Company is permitted by the ICC, in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-1062 (Cons.), to temporarily establish less restrictive credit requirements than those explicitly stated in this Item 1 in a nondiscriminatory manner. If the Company acts to temporarily establish such less restrictive credit requirements, then it must submit a written report to the ICC that (a) identifies the effective date of such establishment, (b) explains the reason for the change in credit requirements, and (c) summarizes any facts and analyses on which the decision to change the credit requirements is based. Such report must be submitted to the ICC within 15 calendar days after the Company takes such action. The Company may subsequently restore such credit requirements to a level not to exceed their original level, as circumstances permit. In the event of any such restoration, the Company must submit a written report to the ICC that (a) identifies the effective date of such restoration; (b) explains the reason for the restoration in credit requirements; and (c) summarizes any facts and analyses on which the decision to restore the credit requirements is based. Such report must be submitted to the ICC within 15 calendar days after the Company makes such restoration.

2. The requirement included in this Item 2 applies in the event that the supplier or its guarantor is not incorporated or otherwise formed under the laws of the United States. If such foreign supplier or foreign guarantor cannot meet this requirement, such supplier or guarantor is required to post cash or a letter of credit for the TEA to the Company with respect to such supplier at the time of or prior to the execution of the SFC and at any applicable point in time during the term of the SFC. Such letter of credit must meet certain requirements as described in the SFC. The SFC provides a standard format for the letter of credit.

The supplier must supply evidence of its or its guarantor's creditworthiness so as to provide the Company with assurances that its or its guarantor meets creditworthiness requirements that are comparable to those described in the immediately preceding Item 1 of this CPA Credit Requirements section. The Company has sole and absolute discretion, without liability or recourse to the supplier or its guarantor, to evaluate such evidence of creditworthiness submitted by such supplier or guarantor and to determine the unsecured line of credit, if any, on that basis.

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3. The requirement included in this Item 3 applies in the event that the supplier or its guarantor is not incorporated or otherwise formed under the laws of the United States.

Such foreign supplier must submit (a) a legal opinion of independent counsel qualified to practice in the jurisdiction in which the supplier is incorporated or otherwise formed that the applicable SFC is a binding obligation of the supplier in such jurisdiction in which it is incorporated or otherwise formed; (b) a sworn certificate of the supplier's corporate secretary, or similar officer, that the person executing the SFC on behalf of such supplier has the authority to execute such SFC and that the governing board of the supplier approves the execution of such SFC; and (c) a sworn certificate of the supplier's corporate secretary, or similar officer, that such supplier is authorized by its governing board to enter into agreements of the same type as such SFC. The Company has full discretion, without liability or recourse to the supplier, to evaluate the sufficiency of the documents submitted by such supplier.

As applicable, the supplier's foreign guarantor must submit (a) a legal opinion of independent counsel qualified to practice in the jurisdiction in which the guarantor is incorporated or otherwise formed that the guaranty is a binding obligation of the guarantor in the jurisdiction in which it is incorporated or otherwise formed; (b) a sworn certificate of the guarantor's corporate secretary, or similar officer, 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 approves the execution of such guaranty; and (c) a sworn certificate of the guarantor's corporate secretary, or similar officer, that the guarantor is authorized by its governing board to enter into agreements of the same type as such guaranty. The Company has sole and absolute discretion, without liability or recourse to the guarantor or the supplier, to evaluate the sufficiency of the documents submitted by such guarantor.

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4. The supplier must agree that it will meet the creditworthiness requirements of the SFC at all times during the term of such SFC and will inform the Company immediately of (a) any changes in its or its guarantor's credit rating; (b) its or its guarantor's placement on a credit watch with negative implications by any rating agency; and (c) any material, adverse changes in its or its guarantor's financial condition. The supplier will, upon written request by the Company, affirmatively demonstrate its or its guarantor's compliance with the creditworthiness requirements set forth in the SFC and in this CPA Credit Requirements section.
5. The Company will review the creditworthiness of the supplier or its guarantor whenever it becomes aware, through the provision of notice by the supplier or otherwise, of a decrease in the supplier's or its guarantor's credit rating. If the lowest credit rating used to determine the supplier's or its guarantor's credit limit decreases, such supplier will provide an additional security instrument to the Company, or increase the value of any existing security instrument in accordance with the SFC.
6. The supplier has the opportunity to petition the Company to review its or its guarantor's creditworthiness whenever an event occurs that the supplier believes would improve the determination made by the Company of its or its guarantor's creditworthiness. The Company's credit review must be completed as soon as possible but no later than 30 days after receiving such a request. The Company must provide the rationale for its determination of any resulting credit limit and any resulting security requirement. The Company must perform its credit review and associated security calculation in a nondiscriminatory manner. In order for the Company to complete its review, the supplier or guarantor must provide unrestricted access to its audited financial statements, or in the event that such audited financial statements are not available, the Company may accept other types of financial statements.

The supplier may submit and maintain a security deposit as provided in the SFC in lieu of submitting to or being qualified under a creditworthiness evaluation.

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The Company must promptly notify the supplier to which an SFC is applicable in the event that the applicable rating of the Company is downgraded below investment grade during the term of such SFC. In the event that the applicable credit rating of the Company is downgraded below the aforementioned credit requirements in Item 1 in this CPA Credit Requirements section during the term of an SFC and the supplier to which such SFC is applicable so requests, the Company must transfer all cash collateral being held by the Company pursuant to such SFC to a qualified institution, as defined in such SFC. Such transfer must be completed within two business days after such request is made by such supplier. Such qualified institution then holds such collateral in an interest bearing account pending release of the funds in accordance with the terms of such SFC with the title of such account indicating that the property contained therein is being held as collateral for the ownership of the Company, subject to the security interest of the supplier. The interest is allocated pro rata to such supplier. Such supplier is entitled to the rights identified in this paragraph only for the period of time during which the Company's applicable credit rating is downgraded below the aforementioned credit requirements in Item 1 in this CPA Credit Requirements section.

F. CPA TIMELINE

The CPA is repetitive in nature. The Illinois Auction is conducted on an annual basis; the market values and Retail Supply Charges are determined on an annual basis, as well. A specific timeline is necessary to ensure that the CPA proceeds in an orderly and timely manner. The timeline described in this CPA Timeline section incorporates the Auction Commencement Date, the Auction Completion Date, and the Date of Declaration of a Successful Result as its primary reference points. The Date of Declaration of a Successful Result for the Fixed Price Section pertains to the BGS-FP and BGS-LFP Categories of Service. The Date of Declaration of a Successful Result for the Hourly Price Section pertains to the BGS-LRTP Category of Service. For a given Illinois Auction, the Date of

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Declaration of a Successful Result for the Fixed Price Section may be different from the Date of Declaration of a Successful Result for the Hourly Price Section. The Auction Commencement Date may fluctuate from year to year. The Auction Completion Date and the Dates of Declaration of a Successful Result are not known in advance, and can fluctuate from year to year. Notwithstanding other provisions of this CPA Timeline section, the initial Illinois Auction has an Auction Commencement Date that begins within the first 10 days of September 2006, and Market Values and Retail Supply Charges for such initial CPA are determined for the period beginning January 2, 2007, and extending through the end of May 2008.

The end of the historical period for which the most recent Customer Supply Group data, as described in the Customer Supply Group Information section of the Translation to Retail Supply Charges part of this Rider, is obtained no later than seven months prior to the earliest possible Auction Commencement Date.

The end of the period during which the most recent Market Cost data, as described in the Market Cost Information section of the Translation to Retail Supply Charges part of this Rider, is obtained is no later than 135 calendar days prior to the earliest possible Auction Commencement Date.

Part 1 Application Forms and sample Part 2 Application Forms are made available to prospective bidders on a date established by the Auction Manager that is no later than 82 business days prior to the earliest possible Auction Commencement Date.

On a date established by the Auction Manager that is no later than 105 calendar days prior to the earliest possible Auction Commencement Date, the Illinois Auction Rules and the SFCs are posted to a publicly accessible web site, and the Company must submit such SFCs to the ICC in an informational filing. Notwithstanding the previous provisions of this paragraph, for the initial CPA, within 60 days after the entry of the ICC's Order in Docket Nos. 05-0160/05-0161/05-0162 (Cons), the Company must submit the SFCs to the ICC in an informational filing.

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No later than 105 calendar days prior to the earliest possible Auction Commencement Date, the Company submits the Translation Documents to the Auction Manager, and the Auction Manager makes such Translations Documents available to interested entities.

On a date established by the Auction Manager that is no later than 58 business days prior to the earliest possible Auction Commencement Date, the Auction Manager makes the Part 2 Application Form available to prospective bidders and announces for each Illinois Auction Section and Auction Products included in such Illinois Auction Section, as applicable: (1) the number of Tranches included; (2) the MW measure and percent of peak load for each Tranche; (3) the load cap; (4) maximum starting prices; and (5) minimum starting prices, as each such item is described in the Illinois Auction Rules.

A prospective bidder must submit the completed and signed Part 1 Application Form and the nonrefundable Bid Participation Fee to the Auction Manager on a date established by the Auction Manager that is no later than 51 business days prior to the earliest possible Auction Commencement Date.

The Auction Manager determines which prospective bidders successfully completed the Part 1 Application Form and informs such bidders on a date established by the Auction Manager that is no later than 48 business days prior to the earliest possible Auction Commencement Date. Such bidders are designated as qualified bidders.

A qualified bidder must submit the completed and signed Part 2 Application Form to the Auction Manager on a date established by the Auction Manager that is no later than 25 business days prior to the earliest possible Auction Commencement Date.

The Auction Manager determines which qualified bidders successfully completed the Part 2 Application Form and informs such bidders that they have achieved registered bidder status on a date established by the Auction Manager that is no later than 20 business days prior to the earliest possible Auction Commencement Date.

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On a date established by the Auction Manager that is no later than 16 business days prior to the earliest possible Auction Commencement Date, the Auction Manager may release to registered bidders information regarding a range of possible values of the target eligibility ratio and the circumstances under which a second volumetric cutback could occur, as described in the Illinois Auction Rules.

The Auction Manager announces the supplier fee per winning Tranche to registered bidders on a date established by the Auction Manager that is no later than seven business days prior to the earliest possible Auction Commencement Date.

On a date established by the Auction Manager that is no later than three business days prior to the Auction Commencement Date, after consultation with the Staff and the Company, the Auction Manager announces the Round 1 prices to the registered bidders.

The Illinois Auction begins on the Auction Commencement Date.

The Fixed Price Section and the Hourly Price Section of the Illinois Auction proceed during which time and for an additional period of time that extends through the earlier of the applicable Date of Declaration of a Successful Result, or such time as the ICC initiates a formal investigation or other formal proceeding regarding such Fixed Price Section or Hourly Price Section, as applicable, the Company is not permitted to have any (a) physical representation during the applicable auction proceedings; (b) influence over the Auction Manager's conduct; or (c) direct communication with the Auction Manager, except as provided in the Illinois Auction Rules established in accordance with the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.) or as provided in this Rider.

The Fixed Price Section and the Hourly Price Section of the Illinois Auction proceed during which time, on a round by round basis, the Company is provided with data concerning the price of each applicable Auction Product and excess aggregate electric power and energy supply for such Fixed Price Section or Hourly Price Section, as applicable. Such data are provided only to specific persons designated by the Company that had been identified by name to the Manager of the Staff's Energy Division prior to the Auction Commencement Date. Such data are provided to such named persons by the Auction Manager.

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The Fixed Price Section and the Hourly Price Section of the Illinois Auction proceed until price can no longer be decrementally reduced for any Auction Product included in such Fixed Price Section or Hourly Price Section, as applicable, and no bidder can change its bid in such applicable Illinois Auction Section. At such point in time, the Auction Manager announces the close of such Illinois Auction Section. The day during which the later such announcement is made is the Auction Completion Date.

The Auction Manager submits the Confidential Report of the Auction Manager to the ICC no later than the End of Business on the second business day following the Auction Completion Date.

The Staff submits the Confidential Report of the Staff to the ICC no later than the End of Business on the second business day following the Auction Completion Date.

If, during the period that ends at the end of the fifth business day following the Auction Completion Date, the ICC initiates a formal investigation or other formal proceeding regarding the Fixed Price Section or the Hourly Price Section of the Illinois Auction, then the Company does not execute the SFCs pertaining to Auction Products in such Illinois Auction Section. The Company, the Staff, and the Auction Manager determine, within ten (10) business days after the ICC takes such formal action, if the descending-clock auction phase for such Illinois Auction Section can be conducted again, starting over with the same Round 1 price(s) in a manner that timely addresses and resolves the concern(s) that led to the ICC's formal action. If the Company, the Staff, and the Auction Manager make such a determination, then the descending-clock auction phase for such Illinois Auction Section is repeated in accordance with terms consistent with this Rider in a timely fashion, and the steps following such auction phase are followed as provided in this Rider, except that the schedule for such steps must conform to reflect that the descending-clock auction phase is repeated on a later date. Upon completion of such repeated auction phase and no rejection of its results by the ICC, the Auction Manager issues a Declaration of a Successful Result for such Illinois Auction Section. In the event that the Company, the Staff, and the

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Auction Manager determine that such Illinois Auction Section cannot be repeated in a manner that timely addresses and resolves the concern(s) that led to the ICC's formal action, and the ICC has not approved an alternative procurement mechanism, then the provisions provided in the Limitations and Contingencies part of this Rider become operative.

In the event that the ICC takes no formal action as described in the preceding paragraph, the Auction Manager issues a Declaration of a Successful Result for such Fixed Price Section or Hourly Price Section, as applicable, at the End of Business on the fifth business day following the Auction Completion Date.

The day on which a Declaration of a Successful Auction Result for the Fixed Price Section or Hourly Price Section is issued is identified as the Date of Declaration of a Successful Result for the Fixed Price Section or Hourly Price Section, as applicable.

Each winning bidder of an Auction Product for electric power and energy supply must prove its initial creditworthiness as provided in the applicable SFC, sign such SFC, and submit it to the Company thereby becoming a supplier no later than the End of Business on the third business day following the applicable Date of Declaration of a Successful Result. Immediately after such supplier signs such SFC and submits it to the Company, the Company signs such SFC.

The Company submits the applicable Retail Supply Charge Informational Filing to the ICC no later than nine business days following the associated Date of Declaration of a Successful Result. The Retail Supply Charge Informational Filing shall consist of an informational sheet, substantially in the form of Appendix A, as well as supporting workpapers utilized in the development of Retail Supply Charges.

The Open Enrollment Period for Rider BGS-L (the tariff for bundled electric service for which the Company procures electric power and energy supply via the BGS-LFP Auction Product) for the initial auction begins the first business day following the date the Company submits the Retail Supply Charge Informational Filing to the ICC and continues for 29 calendar days thereafter for Customers with Demands at or above 3,000 kW, who have signed the non-binding Pre-Qualification Form. For Customers with Demands less than 3,000 kW, the Open Enrollment Period begins the first business day

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following the date the Company submits the Retail Supply Charge Informational Filing to the ICC and continues for 49 calendar days thereafter. For subsequent auctions, the Open Enrollment Period for Rider BGS-L begins the first business day following the date the Company submits the Retail Supply Charge Informational Filing to the ICC and continues for 29 calendar days thereafter for the Customers with Demands at or above 3,000 kW, who have signed the non-binding Pre-Qualification Form. For Customers with Demands less than 3,000 kW, the Open Enrollment Period begins the first business day following the date the Company submits the Retail Supply Charge Informational Filing to the ICC and continues for 44 days thereafter.

The Retail Supply Charges provided in a Retail Supply Charge Informational Filing become effective for 12 monthly periods beginning on June 1 following the applicable Date of Declaration of a Successful Result, except as provided in the first paragraph of this CPA Timeline section. The Company is not required to obtain any additional consent or other approval, whether prospective, contemporaneous, or retrospective, from the ICC or any other entity in order to issue bills containing such Retail Supply Charges or in order to collect such Retail Supply Charges, provided; however, such Retail Supply Charges are subject to adjustment in accordance with lawful orders issued by the ICC in annual docketed accounting reconciliation proceedings as provided for in the ICC's Order entered in Docket Nos. 05-0160/05-1061/05-0162 (Cons.).

The Public Report of the Staff and the Public Report of the Auction Manager are made publicly available no earlier than 30 calendar days prior to the day the Company is scheduled to begin procuring full requirements electric supply in accordance with SFCs executed following the applicable Dates of Declaration of a Successful Result.

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5. LIMITATIONS AND CONTINGENCIES

In the event that the electric power and energy supply to be procured by the Company under the executed SFCs for the BGS-FP Category, the BGS-LFP Category, or the BGS-LRTP Category is less than the electric power and energy supply requirements applicable to such BGS-FP Category, the BGS-LFP Category, or the BGS-LRTP Category due to under subscription, the Company procures such under subscribed portion of its electric power and energy supply requirements through purchases in the MISO-Administered Markets. To the extent that the MISO has not yet implemented a market for capacity, the Company will procure the required capacity through the bilateral capacity markets. The Company makes such MISO market purchases, beginning on the first day of the required supply period and continuing through the end of the shortest term prior to available replacement by new SFCs that could occur in the next available Illinois Auction for such Category. Notwithstanding the previous provisions of this paragraph, in the event that the ICC initiates a formal investigation or other formal proceeding, as provided in the Competitive Procurement Auction Process part of this Rider, with regard to and rejects the results of an Illinois Auction Section, and an alternative procurement mechanism is approved, any such under subscribed electric power and energy supply requirements associated with the Illinois Auction Section for which the results have been rejected must be procured in accordance with the alternative procurement mechanism approved for the acquisition of the remaining electric power and energy supply associated with such Category of such Illinois Auction Section. In the event that the ICC initiates a formal investigation or other formal proceeding with regard to an Illinois Auction Section; the Company, the Staff, and the Auction Manager determine that the auction process for such Illinois Auction Section cannot be repeated in a manner that timely addresses and resolves the concern(s) that led to the ICC's formal action, as provided for in the CPA Timeline section of the Competitive Procurement Auction Process part of this Rider; and the ICC has not approved an alternative procurement mechanism, then the provisions of the first two sentences in this Limitations and Contingencies part relating to under subscriptions apply to the entire electric power and energy supply requirements associated with such Category of such Illinois Auction Section.

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In the event that a supplier commits or is subject to an event of default under an executed SFC for the BGS-FP Category, the BGS-LFP Category, or the BGS-LRTP Category, and the Company issues to the supplier a notice of termination of such SFC based on such event of default, the Company needs to procure the portion of its electric power and energy supply requirements to which such SFC was applicable by means of an alternative wholesale market CPP. For situations in which the remaining term for the procurement of any part of such portion (the defaulted part) is 90 calendar days or less, the Company procures such defaulted part through purchases in the MISO-Administered Markets for the remaining term of such defaulted part. To the extent that the MISO has not yet implemented a market for capacity, the Company will procure the required capacity through the bilateral capacity markets. For situations in which the remaining term for the procurement of any defaulted part is more than 90 calendar days, a Solicitation for Replacement Procurement (SRP) is issued for the procurement of such defaulted part.

If an SRP is required, eligible bidders are requested to submit binding offers to provide electric power and energy supply to be procured by the Company for the defaulted part for its remaining term. The SRP employs a process where sealed bids are submitted in a single-round process. Due to the nature of such process, there is no maximum boundary level with respect to the provision of electric power and energy supply imposed on the eligible bidders in this process. The process would be run by the Solicitor, who would be an independent third-party that will contact bidders, evaluates all offers and select the offers with the lowest priced bids, in succession, until such offers include the provision of electric power and energy supply in an amount equal to the defaulted part. In addition, the Solicitor reports the results of the process to the Company and the ICC.

If a SRP is required, the Company procures electric power and energy supply for the defaulted part from the MISO-Administered Markets beginning at the time that the SFC previously applicable to the defaulted part is terminated and continuing until electric power and energy supply in an amount equal to the defaulted part is procured under the terms of SFCs executed in accordance with the provisions of this Limitations and Contingencies part. To the extent that the MISO has not yet implemented a market for capacity, the Company will procure the required capacity through the bilateral capacity markets.

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In the event that the Company purchases electric power and energy supply outside of an executed SFC for the BGS-FP Category, the BGS-LFP Category, or the BGS-LRTP Category pursuant to this Limitations and Contingencies part, the Company must provide to the Staff a report on the circumstances of such purchases that includes a description of the events causing the need for those purchases. A copy of the report must be provided to the Manager of the Staff's Energy Division. If such report contains confidential information of any retail customer, the supplier, or the Company, the Company may designate the applicable portions of such report as confidential.

6. RETAIL CUSTOMER SWITCHING RULES

The Company's Direct Access Service Request (DASR) procedures, contained in the Customer Terms and Conditions, for switching between supply options, must be followed. The switch will become effective on the first scheduled meter reading date after proper notice is received by Company, or an alternative date subject to non-standard switching rules. If proper DASR notice is not provided, the Company shall follow the unscheduled switching provisions. Following are the switching rules for supply options between a RES and Company-provided supply options, as well as between Company supply options. Customer will be charged for each non-standard switch at the rate specified in Miscellaneous Fees and Charges.

A. ELECTRIC SERVICE RELATED TO THE CPA BGS-FP CATEGORY (RIDER BGS AND RIDER RTP)

Applicable to Customers served Under DS-1, DS-2, DS-3 and DS-5.

1. Rider BGS to a RES

Customer may switch from Rider BGS to a RES; however, the Customer must have satisfied any 12 consecutive month term for service under Rider BGS, where required.

2. RES to Rider BGS - Scheduled

Customer may switch from a RES to Rider BGS. Customer must remain on Rider BGS for a minimum of 12 consecutive months.

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3. RES to Rider BGS - Unscheduled

A Customer, whose service has been terminated by a RES and who has not provided the proper advanced notice of a switch to another RES or to a Company-provided supply tariff will be placed on Rider BGS. Customer will have the option to switch to Rider RTP or to a RES no later than the second scheduled meter read date after the unscheduled switch from a RES. A Customer not making such election within requested time frame must remain on Rider BGS for a minimum period of 12 consecutive months.

4. Rider BGS to Rider RTP

Customer may switch from Rider BGS to Rider RTP at any time, except where Customer has self-selected Rider BGS service whereby a 12 month minimum service period is required.

5. Rider RTP to RES

Customer may switch from Rider RTP to a RES at any time subject to proper notice.

6. RES to Rider RTP

Customer may switch from a RES to Rider RTP subject to proper notice. The Customer must have interval metering installed to switch to Rider RTP.

7. Rider RTP – Rider BGS

Customer may switch from Rider RTP to Rider BGS subject to proper notice. The Customer must remain on Rider BGS for a period of 12 consecutive months after switching from Rider RTP.

B. ELECTRIC SERVICE RELATED TO THE CPA BGS-LFP CATEGORY (RIDER BGS-L) AND CPA BGS-LRTP CATEGORY (RIDER RTP-L)

Applicable to Customers served under DS-4. Interruptible service, offered pursuant to the ICC's Order entered in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), contains separate switching rules in Rider RTP-LI.

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- 1. Rider BGS-L to RES**
Customer may switch from Rider BGS-L to a RES after completing the required term on Rider BGS-L. After completing the applicable term under Rider BGS-L, the Customer may switch by following the applicable DASR rules.
- 2. RES to Rider BGS-L**
Customer may switch from a RES to Rider BGS-L by meeting the requirements for enrolling during the BGS-L Open Enrollment Period. The switch will become effective on the commencement of the next Annual Contract Period for Rider BGS-L. Customer must remain on Rider BGS-L for the full term.
- 3. Rider RTP-L to Rider BGS-L**
Customer may switch from a Rider RTP-L to Rider BGS-L by meeting the requirements for enrolling during the Rider BGS-L Open Enrollment Period. The switch will become effective on the commencement of the next Annual Contract Period for Rider BGS-L. Customer must remain on Rider BGS-L for the full term.
- 4. Rider BGS-L to Rider RTP-L**
Customer may only switch from Rider BGS-L to Rider RTP-L coincident with the beginning of the Annual Contract Period. The Customer must provide notice to the Company during the Open Enrollment Period that they wish to switch to Rider RTP-L at the beginning of the next Annual Contract Period.
- 5. RES to Rider RTP-L**
Customer may switch from a RES to Rider RTP-L pursuant to the applicable DASR procedures. A Customer whose service has been terminated by a RES and who has not provided the Company with proper advanced notice of a switch to Rider RTP-L or another RES will be defaulted to Rider RTP-L.
- 6. Rider RTP-L to RES**
Customer may switch to a RES from Rider RTP-L by following the applicable DASR procedures.

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C. POWER PURCHASE OPTION

Effective January 2, 2007, any customer that qualifies for Power Purchase Option (PPO) service from the Company shall take such PPO service under the terms of Rider BGS, Rider BGS-L or RTP-L tariffs under which they otherwise qualify for service. The terms and conditions of those tariffs and the Retail Supply Charges provided in the Retail Supply Charge Informational Filing will constitute the provision of PPO service.

D. NEW CUSTOMERS

1. CPA BGS-FP Category (Rider BGS and Rider RTP)

Applicants for service under Rates DS-1, DS-2, DS-3, and DS-5 who have never received service from the Company will be given the option of either Rider BGS or Rider RTP if they choose electric power and energy supply service from the Company or they can choose their electric power and energy supply requirements from a RES. Customer must meet the terms and conditions of Rider BGS or Rider RTP if they choose Company-provided supply service.

2. CPA BGS-LFP Category (Rider BGS-L)

Applicants for service under Rate DS-4 whose load is newly connected to the system will be given the initial option to select a RES, enroll for supply service under Rider RTP-L, or contract for electric power and energy supply service under Rider BGS-L even if the Open Enrollment Period is closed. Any Customer choosing supply service under Rider BGS-L shall be obligated to fulfill any remaining term as defined within this Rider.

E. SELF-GENERATING AND PARTIAL REQUIREMENTS SERVICE

A Customer to which the Self-Generating Customer Group or the Partial Requirements Customer Group is applicable will be provided with Backup supply by the Company under Rider RTP-L for which the Company procures electric power and energy supply via the CPA BGS-LRTP Auction Product. Supplemental supply may be obtained by a Self-Generating Customer under Rider BGS-L, which the Company procures supply via the CPA BGS-LFP Auction Product.

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7. TRANSLATION TO RETAIL SUPPLY CHARGES

A. OVERVIEW

After each CPA is completed and the applicable final auction prices are determined, the Company translates those prices into supply charges applicable to retail customers for which the Company procures electric power and energy supply under other Company tariffs to which this Rider is applicable. Such translation shall be in accordance with the provisions of this Rider and the tariffs to which this Rider is applicable. The translation from final auction prices into CPA Retail Supply Charges employs ratios that compare the cost of procuring supply for individual customer groups at particular times and delivery voltage levels to the overall cost of procuring supply for the Company's customers eligible for the supply procured through such auction. The utilization of such ratios ensures electric power and energy supply costs are appropriately allocated among retail customer groups by reflecting each such group's responsibility for such costs.

The Company develops such ratios in a series of steps described in this Rider that takes into account Customer Group usage, time of use, delivery voltage levels and losses. The ratios are developed using market costs for generation capacity, electric energy, and ancillary transmission services. These costs take into account time differentiations. The Company then applies these ratios to a weighted average of the final auction prices applicable for the 12 monthly billing periods for which CPA Retail Supply Charges are being computed, taking into account seasonal payment differences, to determine the supply charges applicable to retail customers for electric power and energy supply provided to them and procured by the Company.

Notwithstanding the previous provisions of this Translation to Retail Supply Charges Overview section the aforementioned twelve monthly billing periods initially shall be, instead, the period from January 2, 2007, through the May 2008 monthly billing periods.

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B. CUSTOMER SUPPLY GROUP INFORMATION

Customer Group Energy Usage Determination

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company identifies historical energy usage in megawatt-hours (MWhs), by Customer Group, and by delivery voltage levels, and expanded for losses, on a monthly basis for each Customer Group included in such CPA. The Company obtains monthly Customer Group usage by computing the average electricity usage in each monthly billing period for each applicable group based upon the electricity delivered to each such group in the 24 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date. The following equation details this computation:

$$MWh_{m,g,v} = EF_{g,v} \times \frac{(MWh_{m,g,v, yr-2} + MWh_{m,g,v, yr-1})}{2}$$

Where:

$MWh_{m,g,v}$ = Electricity, in MWh, expanded for losses delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m.

$MWh_{m,g,v, yr-2}$ = Electricity, in MWh, delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, occurring within the thirteenth through twenty-fourth monthly billing periods of the aforementioned 24 consecutive monthly billing periods.

$MWh_{m,g,v, yr-1}$ = Electricity, in MWh, delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, occurring within the first through twelfth monthly billing periods of the aforementioned 24 consecutive monthly billing periods.

$EF_{g,v}$ = Expansion Factor for each Customer Group, g, and delivery voltage level, v, as provided for under Customer Group Expansion Factor Determination section of this Translation to Retail Supply Charges part.

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Customer Group Peak And Off-Peak Energy Percentage Determination

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company determines the percentage of electricity used during MISO Peak Periods and the percentage of electricity used during MISO Off-Peak periods on a monthly billing period basis for each Customer Group and delivery voltage included in such auction. The Company obtains the monthly billing period Customer Group peak usage percentage by computing the average peak usage percentage for each monthly billing period for each applicable Customer Group based upon Customer Group load profile data for the 24 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date. The following equation details this computation:

$$MPeak \%_{m, g, v} = \frac{MPeak \%_{m, g, v, yr - 2} + MPeak \%_{m, g, v, yr - 1}}{2}$$

Where:

$MPeak \%_{m, g, v}$ = Percentage of electricity delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, during MISO Peak Periods.

$MPeak \%_{m, g, v, yr - 2}$ = Percentage of electricity delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, during MISO Peak Periods occurring within the thirteenth through twenty-fourth monthly billing periods of the aforementioned 24 consecutive monthly billing periods.

$MPeak \%_{m, g, v, yr - 1}$ = Percentage of electricity delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, during MISO Peak Periods occurring within the first through twelfth monthly billing periods of the aforementioned 24 consecutive monthly billing periods.

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The following equation details the computation of the monthly billing period Customer Group MISO Off-Peak usage percentage:

$$M_{\text{Off-Peak}} \%_{m, g, v} = 1 - M_{\text{Peak}} \%_{m, g, v}$$

Where:

$M_{\text{Off-Peak}} \%_{m, g, v}$ = Percentage of electricity delivered to Customer Group, g, at delivery voltage, v, in monthly billing period, m, during MISO Off-Peak Periods.

In addition, for the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges for the customers in the General Service Customer Group and the Large General Service Customer Group for each CPA the Company determines the percentage of electricity used during Retail Peak Periods and the percentage of electricity used during Retail Off-Peak Periods on a monthly billing period basis. The Company obtains the monthly billing period Customer Group Retail Peak Period usage percentage by computing the average Retail Peak Period usage percentage for each monthly billing period for each applicable Customer Group based upon Customer Group load profile data for the most recent 24 consecutive monthly billing periods extending through the monthly billing period ending no later than seven months prior to the earliest possible Auction Commencement Date. The following equation details this computation:

$$R_{\text{Peak}} \%_{m, g, v} = \frac{R_{\text{Peak}} \%_{m, g, v, \text{yr} - 2} + R_{\text{Peak}} \%_{m, g, v, \text{yr} - 1}}{2}$$

Where:

$R_{\text{Peak}} \%_{m, g, v}$ = Percentage of electricity delivered to the Customer Group, g, at delivery voltage, v, in monthly billing period, m, during Retail Peak Periods.

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$R_{Peak \% m, g, v, yr - 2}$ = Percentage of electricity delivered to the Customer Group, g, at delivery voltage, v, in monthly billing period, m, during Retail Peak Periods occurring within the 13th through 24th monthly billing periods.

$R_{Peak \% m, g, v, yr - 1}$ = Percentage of electricity delivered to the Customer Group, g, at delivery voltage, v, in monthly billing period, m, during Retail Peak Periods occurring within the first through 12th monthly billing periods.

The following equation details the computation of the monthly billing period customer supply group Retail Off-Peak Period usage percentage for the General Service Customer Group and the Large General Service Customer Group:

$$R_{OffPeak \% m, g, v} = 1 - R_{Peak \% m, g, v}$$

Where:

$R_{OffPeak \% m, g, v}$ = Percentage of electricity delivered to the Customer Group, g, at delivery voltage, v, in monthly billing period, m, during Retail Off-Peak Periods.

Customer Group Generation Capacity Obligation Determination

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company determines the generation capacity obligation, $GO_{g,v}$, in MWs, for each Customer Group, g, at delivery voltage, v, included in the CPA. The generation capacity obligation for a Customer Group reflects such group's share of Ameren's system peak as adjusted for losses and reserve requirements, occurring in the 12 months ending no later than seven months prior to the earliest possible Auction Commencement Date.

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Customer Group Expansion Factor Determination

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company computes an expansion factor to account for losses on the distribution systems located in the Company's service territory for each Customer Group and delivery voltage level included in such CPA. The following equation details this computation:

$$EF_{g,v} = 1 + DLF_{g,v}$$

Where:

$EF_{g,v}$ = Expansion Factor for Customer Group, g, at delivery voltage, v.

$DLF_{g,v}$ = Distribution Loss Factor for Customer Group, g, at delivery voltage, v, corresponding to the distribution loss factor, $DLF_{g,v}$, provided in the Rate and Charges section of the Supplier's Terms and Conditions.

C. MARKET COST INFORMATION

Market Energy Costs

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, the Company obtains Forwards prices for energy delivered into the MISO Illinois Hub, by MISO Peak Period and by MISO Off-Peak Period, for each month corresponding to the period for which CPA Retail Supply Charges are being determined. Should the MISO energy markets not develop in a timely manner the Company will instead obtain the Forwards prices for energy delivered into the Cinergy Hub.

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The Company will use *Platts Energy Trader* and Intercontinental Exchange as the sources of market data, but may include additional or different electronic exchanges or reporting services in the future as allowed by the ICC. Daily market data is obtained from such sources' end of day reports over a period 10 consecutive business days ending on or before the date that is 135 calendar days prior to the earliest possible Auction Commencement Date. In the absence of data for forwards contracts with durations for individual months, market data for forwards contracts with longer terms is utilized. In the event that no data exists for the MISO Off-Peak Period for any month for which data is to be obtained, the Company utilizes ratios of actual MISO Off-Peak to Peak MISO locational marginal prices for the MISO Delivery Point for the most recent historical month corresponding to the month for which no forecast data exists. In the event that no data exists for the MISO Peak Period for any month for which data is to be obtained, the Company utilizes data for a more recent comparable month.

The terms used to identify market energy costs are as follows:

PE_{mo} = Peak Energy Market Forwards price, in \$/MWh, for month, mo, determined using the procedure described in this Market Energy Costs subsection.

OE_{mo} = Off-Peak Energy Market Forwards price, in \$/MWh, for month, mo, determined from the procedure described in this Market Energy Costs subsection.

Market Generation Capacity Costs

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, the Company obtains auction values for generation capacity costs. The following equations detail the computation of summer and non-summer generation capacity costs:

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$$GCC_s = GCAV_s \times 122 \text{ days/summer}$$

$$GCC_a = GCAV_a \times 365 \text{ days/year}$$

$$GCC_n = GCC_a - GCC_s$$

Where:

GCC_s = Summer Generation Capacity Costs, in \$/MW.

$GCAV_s$ = Summer Generation Capacity Auction Value, in \$/MW-summer day, which is equivalent to the most recently available MISO summer generation capacity auction value available no later than 135 calendar days prior to the earliest possible Auction Commencement Date. Should the MISO generation capacity market not develop in a timely manner, the Company will use the most recent available PJM summer generation capacity auction value.

GCC_a = Annual Generation Capacity Costs, in \$/MW.

$GCAV_a$ = Annual Generation Capacity Auction Value, in \$/MW-Day which is equivalent to the most recently available MISO annual generation capacity auction value available no later than 135 calendar days prior to the earliest possible Auction Commencement Date. Should the MISO generation capacity market not develop in a timely manner, the Company will use the most recent available PJM annual generation capacity auction value.

GCC_n = Non-summer Generation Capacity Cost, in \$/MW.

Notwithstanding the preceding provisions for the computation of GCC_a , for computations that pertain to leap years, the number of days in the year is 366 rather than 365 in the applicable equation in this Market Generation Capacity Costs subsection.

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Notwithstanding the preceding provisions for the computation of GCC_a , for computations that pertain to the initial period extending from January 2, 2007, through May 2008 for which retail supply charges are being determined, the number of days in the year is 516 rather than 365 in the applicable equation in this Market Generation Capacity Costs subsection.

In the event that a $GCAV_s$ is not available, the $GCAV_a$ is used in its place in the applicable equation in this Market Generation Capacity Costs subsection.

Market Ancillary Services Costs

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, the Company determines a market cost for ancillary transmission services for those ancillary transmission services for which the suppliers are financially responsible. The ancillary transmission services cost (ASC), is determined by averaging the ancillary transmission services costs incurred in the provision of electric power and energy supply for the 12 months ending no later than 135 calendar days prior to the earliest possible Auction Commencement Date. Such ASC is in \$/MWh.

D. MARKET COST COMPUTATIONS

Market Energy Supply Cost Computations

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company determines the market cost to supply energy by Customer Group, delivery voltage and for Summer and Non-summer Periods.

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The following equation provides the determination of such costs for the Summer and Non-summer Periods:

$$MESC_{g,p,v} = \frac{\sum_p \{ (MWh_{m,g,v} \times MPeak\%_{m,g,v} \times PE_{mo}) + (MWh_{m,g,v} \times MOffPeak\%_{m,g,v} \times OE_{mo}) \}}{(\sum_p MWh_{m,g,v} \times \frac{1}{EF_{g,v}})}$$

Where:

$MESC_{g,p,v}$ = Market Energy Supply Cost for Customer Group, g, at delivery voltage, v, for Summer or Non-Summer Period, p, in \$/MWh.

\sum_p = Sum of applicable Summer or Non-summer period.

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges for the General Service Customer Group and the Large General Service Customer Group for each Illinois Auction, the Company determines the market cost to supply energy by Customer Group, delivery voltage, and for Retail Peak and Retail Off-Peak Periods within the Summer and Non-Summer Periods.

The following two equations provide the determination of such costs for the Summer and Non-Summer Retail Peak Period:

$$PD_{m,g,v} = \left[\frac{PE_{mo} + OE_{mo}}{2} \right] \times [MWh_{m,g,v} \times \{MPeak\%_{m,g,v} - RPeak\%_{m,g,v}\}]$$

Where:

$PD_{m,g,v}$ = MISO Peak Period to Retail Peak Period differential for Customer Group, g, at delivery voltage, v, for month, mo, in \$.

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$$PMESC_{g,p,v} = \frac{\sum_p [(MWh_{m,g,v} \times MPeak\%_{m,g,v} \times PE_{mo}) - PD_{m,g,v}]}{\sum_p (MWh_{m,g,v} \times RPeak\%_{m,g,v}) \times \frac{1}{EF_{g,v}}}$$

Where:

$PMESC_{g,p,v}$ = Retail Peak Market Energy Supply Cost for Customer Group, g, at delivery voltage, v, for Summer or Non-Summer Period, p, in \$/MWh.

\sum_p = Sum applicable Summer or Non-Summer Period.

The following equation provides the determination of such costs for the Summer and Non-Summer Retail Off-Peak Period:

$$OMESC_{g,p,v} = \frac{\sum_p [(MWh_{m,g,v} \times MOffPeak\%_{m,g,v} \times OE_{mo}) + PD_{m,g,v}]}{\sum_p (MWh_{m,g,v} \times ROffPeak\%_{m,g,v}) \times \frac{1}{EF_{g,v}}}$$

Where:

$OMESC_{g,p,v}$ = Retail Off-Peak Market Energy Supply Cost for Customer Group, g, at delivery voltage, v, for Summer or Non-Summer Period, p, in \$/MWh.

\sum_p = Sum applicable Summer or Non-Summer period.

Market Generation Capacity Cost Computations

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company determines the market cost for generation capacity by Customer Group, delivery voltage level and by Summer and Non-summer Periods.

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The following equation provides the determination of such costs:

$$MGCC_{g,p,v} = \frac{GO_{g,v} \times GCC_p}{\sum_p MWh_{m,g,v} \times \frac{1}{EF_{g,v}}}$$

Where:

$MGCC_{g,p,v}$ = Market Generation Capacity Cost for Customer Group, g, period, p, at delivery voltage, v, in \$/MWh.

GCC_p = Generation Capacity Cost for period, p, in \$/MW.

\sum_p = Sum of applicable Summer or Non-summer Period.

Overall Supply Cost Computations

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each Illinois Auction the Company determines the overall market cost to procure electric power and energy supply, by customer group, delivery voltage level and by Summer and Non-summer Periods.

The following equation provides the determination of such costs:

$$MSC_{g,p,v} = MESC_{g,p,v} + MGCC_{g,p,v} + (ASC \times EF_{g,v})$$

Where:

$MSC_{g,p,v}$ = Market Supply Cost for Customer Group, g, at delivery voltage, v, for Summer or Non-Summer Period, p, in \$/MWh.

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges for the General Service Customer Group and the Large General Service Customer Group for each Illinois Auction, the Company determines the overall market cost to procure electric power and energy supply by Customer Group, delivery voltages, and by Retail Peak and Retail Off-Peak Periods within the Summer and the Non-Summer Periods.

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The following equation provides the determination of such costs for the Summer and Non-Summer Retail Peak Period:

$$PMSC_{g,p,v} = PMESC_{g,p,v} + MGCC_{g,p,v} + (ASC \times Exp_{g,v})$$

Where:

$$PMSC_{g,p,v} = \text{Retail Peak Market Supply Cost for Customer Group, } g, \text{ at delivery voltage, } v, \text{ for Summer or Non-Summer Period, } p, \text{ in } \$/MWh.$$

The following equation provides the determination of such costs for the Summer and Non-Summer Retail Off-Peak Period:

$$OMSC_{g,p,v} = OMESC_{g,p,v} + MGCC_{g,p,v} + (ASC \times Exp_{g,v})$$

Where:

$$OMSC_{g,p,v} = \text{Retail Off-Peak Market Supply Cost for Customer Group, } g, \text{ at delivery voltage, } v, \text{ for Summer or Non-Summer Period, } p, \text{ in } \$/MWh.$$

Category Supply Cost Computation

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each BGS-FP Category and the BGS-LFP Category the Company determines the overall cost to procure electric power and energy supply for all customers included in each such BGS-FP Category and BGS-LFP Category for the period for which CPA Retail Supply Charges are being determined. The following equation is used to determine such overall cost:

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$$MSC_{\text{category}} = \frac{\sum_{g,p,v} \left(MSC_{g,p,v} \times \sum_{g,p,v} MWh_{m,g,v} \times \frac{1}{EF_{g,v}} \right)}{\sum_{g,p,v} MWh_{m,g,v}}$$

Where:

MSC_{category} = Market Supply Cost, in \$/MWh, for the period for which CPA Retail Supply Charges are being determined for all Customer Groups in the applicable Category.

$\sum_{g,p,v}$ = Sum of MWh by Customer Group, g, period, p and delivery voltage, v.

$\sum MWh_{m,g,v}$ = Sum of all MWh by Customer Groups included in the applicable Category.

E. SEASONAL PAYMENT FACTOR COMPUTATION

For the purpose of determining the summer and non-summer payments to be made to suppliers and for the purpose of translating the applicable BGS-FP Category and BGS-LFP Category final auction prices into CPA Retail Supply Charges, for each BGS-FP Category and BGS-LFP Category the Company determines the payment factors that are used in differentiating the final auction prices into the summer payment price and the non-summer payment price used to compensate suppliers from which the Company procures electric power and energy supply.

The Seasonal Payment Factor (SPF), for each CPA BGS Group Category for the Summer and Non-summer Periods, is determined in accordance with the following equation:

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$$SPF_p = \frac{\left\{ \frac{\sum_p \left(MSC_{g,p,v} \times \sum_{g,p,v} MWh_{m,g,v} \times \frac{1}{EF_{g,v}} \right)}{\sum_p MWh_{m,g,v}} \right\}}{MSC_{category}}$$

Where:

- SPF_p = Seasonal Payment Factor for Summer or Non-Summer Period, p.
- MSC_{g,p,v} = Market Supply Cost for Customer Group, g, period, p, at delivery voltage, v, in \$/MWh.
- MSC_{category} = Market Supply Cost, in \$/MWh, for the period for all Customer Groups included in the applicable BGS Group Category.
- EF_{g,v} = Expansion Factor for Customer Group, g, at delivery voltage, v.
- \sum_p = Sum of applicable Summer or Non-summer Period.
- $\sum_p MWh_{m,g,v}$ = Sum of all MWh for all Customer Groups included in the applicable BGS Group Category, by applicable Summer or Non-summer Period.

F. CPA MARKET VALUE

For the purpose of translating the CPA final auction prices for the BGS-FP Category and the BGS-LFP Category into CPA Retail Supply Charges, for each applicable BGS Group Category, the Company determines a single CPA Value. The CPA Value is equal to the load weighted average final auction price for all applicable Auction Products with durations that include the monthly billing periods for which CPA Retail Supply Charges are being determined, taking into account the SPF applicable to the individual Auction Products.

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CPA – Fixed Price Section CPA Value – BGS-FP Load

The CPA Value for the BGS-FP Load of the Fixed Price Section, $CPAV_{FP}$ in \$/MWh, is determined in accordance with the following equation:

$$CPAV_{FP} = \frac{\sum \left\{ \left(FAP_{FP, Pd} \times \frac{T_{Pd}}{TT} \times SPF_{P, Pd} \right) \times \sum_p MWh_{m, g, v} \right\}}{\sum MWh_{m, g, v}}$$

Where:

$CPAV_{FP}$ = the CPA Value for the CPA-Fixed Price Section – BGS-FP Load, in \$/MWh.

$FAP_{FP, Pd}$ = Final Auction Price, in \$/MWh, for each CPA-Fixed Price Section – BGS-FP Load Auction Product, Pd, with durations that include the monthly billing periods for which CPA Retail Supply Charges are being determined

T_{Pd} = Number of Tranches assigned to each Auction Product, Pd

TT = Total number of Tranches attributable to Retail Aggregate Load – BGS-FP

$SPF_{P, Pd}$ = Seasonal Payment Factor for period, P, and Auction Product, Pd

\sum = Sum all.

CPA – Fixed Price Section CPA Value – BGS-LFP Load

The CPA Value for the BGS-LFP Load of the Fixed Price Section, $CPAV_{LFP}$, is determined in accordance with the following equation:

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$$CPAV_{LFP} = FAP_{LFP}$$

Where:

$CPAV_{LFP}$ = The CPA Value for the CPA Fixed Price Section – BGS-LFP Load, in \$/MWh.

FAP_{LFP} = Final Auction Price, in \$/MWh, for the CPA-Fixed Price Section – BGS-LFP Load Auction Product with durations that include the monthly billing periods for which CPA Retail Supply Charges are being determined.

CPA – Hourly Price Section CPA Value

The CPA Value for the BGS-LRTP Load of the Hourly Price Section, $CPAV_H$, is determined in accordance with the following equation:

$$CPAV_H = FAP_H$$

Where:

$CPAV_H$ = the CPA Value for the CPA-Hourly Price Section – BGS-LRTP Load, in \$/MW-Day.

FAP_H = Final Auction Price, in \$/MW-Day for the CPA-Hourly Price Section Auction Product with durations that include the monthly billing periods for which CPA Retail Supply Charges are being determined.

Generally, the aforementioned CPAVs are determined on an annual basis and are used to determine CPA Retail Supply Charges for a period that extends from the beginning of the June monthly billing period in the year in which the CPA is held through the May monthly billing period of the following year. However, the initial CPAVs are used to determine CPA Retail Supply Charges for the period that extends from January 2, 2007, through the

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May 2008 monthly billing period. In the event that the Company is required to directly procure electric power and energy from the MISO-Administered markets where there are no BGS-LRTP Category suppliers, the $CPAV_H$ is determined in a manner that appropriately recover costs for the electric power and energy the Company procures in such direct manner which will include certain other related services such as ancillary transmission services costs incurred as a result of such procurement in such direct manner.

G. CPA RETAIL SUPPLY CHARGE COMPUTATION

The Company computes CPA Retail Supply Charges for each Customer Group. Each CPA Retail Supply Charge computed in accordance with the provisions of this CPA Retail Supply Charge Computation section is determined by (1) computing a ratio, the numerator of which is the cost of procuring electric power and energy supply for the particular Customer Group, period and delivery voltage for which such CPA Retail Supply Charge is applicable, and the denominator of which is the cost of procuring electric power and energy supply for all customers in the applicable BGS Group Category for which the CPA is conducted, (2) multiplying such ratio by the applicable $CPAV$, and (3) converting the units from $\$/MWh$ into $\text{¢}/kWh$. Notwithstanding the previous provisions of this paragraph, the determination of CPA Retail Supply Charges resulting from the CPA-Hourly Price Section does not utilize the ratio mechanism described herein.

Non-Time of Use CPA Retail Supply Charges – CPA-Fixed Price Section – BGS-FP Load

For the Residential (BGS-1), Small General Service (BGS-2), and Lighting Service (BGS-5) Customer Groups, the CPA Retail Supply Charges have differentiations by voltage level and for the Summer and Non-summer Periods. The following equation is used to determine such CPA Retail Supply Charges.

The CPA Retail Supply Charges ($RSC_{g,p,v}$) for each such Customer Group, delivery voltage and period are computed in accordance with the following equation:

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$$RSC_{g,p,v} = \frac{MSC_{g,p,v}}{MSC_{category}} \times CPAV_{FP} \times \frac{1MWh}{1,000 kWh} \times \frac{100 \text{ } \phi}{\$1}$$

Where:

$RSC_{g,p,v}$ = The CPA Retail Supply Charge, in ϕ /kWh, for Customer Group, g, period, p, and voltage level, v.

The Residential (BGS-1) Non-summer period is further differentiated by declining block CPA Retail Supply Charges at 0-800 kWh and all over 800 kWh. The following equation is used to determine such CPA Retail Supply Charges for the BGS-1 Non-summer blocking levels.

$$RSC_b = \frac{MSC_{g,p,v}}{MSC_{category}} \times CPAV_{FP} \times \frac{1MWh}{1,000 kWh} \times \frac{100 \text{ } \phi}{\$1} + K_b$$

Where:

RSC_b = The CPA Retail Supply Charge, in ϕ /kWh, for Residential Customer Group, Block, b.

$MSC_{g,p,v}$ = Market Supply Cost for the Residential Customer Group, Non-summer Period, at secondary delivery voltage in $\$/MWh$.

K_b = Constant K for the Residential Customer Group Block, b, as determined by the following equation:

$$K_b = MSC_b - MSC_{g,p,v}$$

Where:

MSC_b = Market Supply Cost for the Residential Customer Group (BGS-1) Non-summer Period, Block, b, in $\$/MWh$.

$MSC_{g,p,v}$ = Market Supply Cost for the Residential Customer Group, Non-summer Period, at secondary delivery voltage in $\$/MWh$

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Time of Use CPA Retail Supply Charges – CPA-Fixed Price Section – BGS-FP Load

For the General Service Customer Group (BGS-3), CPA Retail Supply Charges have differentiations for delivery voltage levels and the Summer and Non-summer Periods and for Retail Peak and Retail Off-Peak Periods. The following equation is used to determine such CPA Retail Supply Charges.

The CPA Retail Supply Charges ($RSC_{g,p,v}$) for such General Service Customer Group, at delivery voltage and period, are computed in accordance with the following equation:

$$RSC_{g,p,v} = \frac{MSC_{g,p,v}}{MSC_{category}} \times CPAV_{FP} \times \frac{1MWh}{1,000 kWh} \times \frac{100 \text{ } \phi}{\$1}$$

Where:

$RSC_{g,p,v}$ = The CPA Retail Supply Charge, in ϕ /kWh, for such General Service Customer Group, g, period, p, and voltage level, v.

CPA Retail Supply Charges – CPA-Fixed Price Section – BGS-LFP Load

For the Large General Service Customer Group (BGS-4), the CPA Retail Supply Charges have differentiations by delivery voltage levels and for the Summer and Non-summer Periods and for Retail Peak and Retail Off-Peak Periods. The following equation is used to determine such CPA Retail Supply Charges.

The CPA Retail Supply Charges ($RSC_{g,p,v}$) for the Large General Service Customer Group, by delivery voltage and period are computed in accordance with the following equation:

$$RSC_{g,p,v} = \frac{MSC_{g,p,v}}{MSC_{category}} \times CPAV_{LFP} \times \frac{1MWh}{1,000 kWh} \times \frac{100 \text{ } \phi}{\$1}$$

Where:

$RSC_{g,p,v}$ = The CPA Retail Supply Charge, in ϕ /kWh, for such Large General Service Customer Group, g, period, p, and voltage level, v.

RIDER MV – MARKET VALUE OF POWER AND ENERGY

CPA Retail Supply Charges – CPA Hourly Price Section – BGS-LRTP Load

For Rider RTP-L Customers, which includes the Backup portion for the Self-Generating Customers and the Partial Requirements Customers, the CPA Retail Supply Charge-Hourly Price Section Supplier Charge, HPSSC, in \$/kW-Day, is computed in accordance with the following equation:

$$\text{HPSSC} = \text{CPAV}_H \times \frac{1 \text{ MW}}{1,000 \text{ kW}} \times \text{EF}$$

Where:

EF = The Ameren Company composite average expansion factor.

Hourly Energy Supply Charges

For Rider RTP-L Customers, the Hourly Energy Supply Charges are the MISO real time locational marginal prices at the MISO Delivery Point. The prices are adjusted for applicable losses.

For Rider RTP Customers, in addition to the Hourly Energy Supply Charges above, the HPSSC is also applicable.

MITIGATION ADJUSTMENT

The CPA Retail Supply Charges for the Customers served under Rider BGS may include a mitigation adjustment. The overall bill increase shall be limited to 20% or 150% of the average annual increase for Customers served under Rider BGS, whichever is larger. The bill increase limit percentages are determined by dividing the difference between proposed and present bundled revenue by present bundled revenue, as determined in the following equation:

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$$C_{g,t} = (PB_{g,t} - CB_{g,t}) / CB_{g,t}$$

Where:

$C_{g,t}$ = Percentage change for each Rider BGS Customer Group (g) or for the total (t) of all Rider BGS Customer Groups.

PB = Proposed bundled rate revenue equal to the sum of Rate DS, Rider TS, and proposed CPA Retail Supply Charges revenue for each of the respective Customer Groups. Rate DS and Rider TS are estimated by multiplying prior year sales by the average ϕ /kWh values for DS and TS in the calendar year preceding the Auction Commencement Date. In the event that actual average ϕ /kWh values for DS and TS are not available, an estimate using data from the Company's most recently filed rate case is used. Proposed CPA Retail Supply Charge revenue is determined by multiplying prior year sales by the class average ϕ /kWh CPA Retail Supply Charges proposed to become effective subsequent to each CPA.

CB = Current bundled rate revenue is equal to the sum of Rate DS, Rider TS, and CPA Retail Supply Charges revenue for each of the respective Customer Groups. Values for DS and TS shall be identical to those developed for PB. Present CPA Retail Supply Charge revenue is determined by multiplying prior year sales by the class average ϕ /kWh CPA Retail Supply Charge currently in effect. Notwithstanding the above, prior to January 1, 2008, CB shall be based on Base Rates as that term is defined in 220 ILCS 5/16-102 of the Act, and delivery services customer power purchase options, if any, as described in 220 ILCS 5/16-110 of the Act.

Prior year sales shall mean the kWh sales for each Customer Group served under Rider BGS for Company-supplied power in the calendar year prior to the Auction Commencement Date.

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In the event that the overall bill increase for any Customer Group, Cg, exceeds the larger of 20% or 150% of the average annual increase, Ct, revenue for such Customer Group(s) will be reduced so that Cg does not exceed the larger of 20% or 150% of Ct. The amount of the reduction will be reallocated to those Customer Groups remaining below the overall bill increase limits based on a pro-rata share of CB excluding CBg revenue from the Customer Group(s) exceeding the overall bill increase limit.

If, after the initial rate reallocation, a Customer Group subsequently exceeds the overall bill increase limit, a second reallocation will be performed to ensure that each Cg fits under the overall bill increase limit. The mitigation adjustment equals the total amount of revenue reallocations for each Customer Group (g) divided by respective prior year sales for each Customer Group. Such mitigation adjustment values will be added to CPA Retail Supply Charges.

H. ADJUSTMENTS TO CPA RETAIL SUPPLY CHARGES

The Market Value prices applicable to each Customer Group shall reflect: (1) the CPA Retail Supply Charges determined through the above translation formulas plus/minus any mitigation adjustment where applicable; (2) the adjustments to CPA Retail Supply Charges for supply procurement, cash working capital, and uncollectibles; and (3) the Market Value Adjustment which includes the Market Value Adjustment Factor (MVAF) and the Contingency Supply Factor (CSF). Customers served under the Company's electric power and energy supply tariffs will be billed the applicable Market Value charges pursuant to the Retail Supply Charge Informational Filing, substantially in the form of Appendix A of this Rider that reflect the following adjustments:

Supply Procurement Adjustment

This adjustment will compensate the Company for all direct and indirect costs of procuring and administering electric power and energy supply for its customers, other than amounts incurred under SFCs or amounts recovered under the cash working capital adjustment, the uncollectible adjustment, the MVAF and the CSF. These costs incurred by the Company will include, where applicable, professional fees, costs of engineering, supervision,

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insurance, payments for injury and damage awards, taxes, licenses, and any other administrative and general expense not already included in the auction prices for power and energy service, not recovered from the supplier fee. This adjustment shall also include any costs including capital and operating costs for generation resources incurred outside of the CPA process and any costs assigned to the power supply administration function in the Company's delivery services rate cases, as approved by the Commission from time to time. The amount of this adjustment shall be established by the Commission in a delivery services rate case.

Cash Working Capital Adjustment

This adjustment to CPA Retail Supply Charges will compensate the Company for the amount of funds required to finance the day-to-day operations for Company-supplied power and energy. The cash working capital adjustment to the CPA Retail Supply Charges will compensate the Company for the financing of the lag between payments to power suppliers and the collection of those supply costs from retail power supply customers. The methodology and the level of the adjustment factor will be established by the Commission in the Company's electric delivery services rate cases.

Uncollectible Adjustment

This adjustment and methodology shall be established by the Commission in a delivery services rate case. The uncollectible adjustment amount will be based on the Company's uncollectible experience for Company-supplied power and energy. This Uncollectible Adjustment to the CPA Retail Supply Charges will only apply to Customers taking power and energy from the Company.

8. ADJUSTMENT MECHANISMS

A. MARKET VALUE ADJUSTMENT

Expenses the Company incurs for the procurement of electric power and energy supply required by retail customers to whom the Company is providing such supply should equal the amounts billed to such customers for such supply. In order to ensure equality between such amounts expensed for procurement supply and amounts billed to retail customers, a Market Value Adjustment (MVA) is determined at the conclusion of each month and the resulting credit or charge is applied prospectively to energy usage during

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the second subsequent month. In addition, in the event that the other competitive procurement processes provided for in the Limitations and Contingencies part of this Rider are employed, such customers should be billed for the change in market value based charges that result from the employment of such processes. A Market Value Adjustment is determined and applied to electric power and energy supply on a monthly basis. Three separate MVA are applied to kWhs provided in the applicable effective period to retail customers for which the Company procures electric power and energy supply as described in the CPA. A separate MVA, in ¢/kWh rounded to the thousandths of a cent, is determined separately for each Category of Service (BGS-FP Category, BGS-LFP Category and BGS-LRTP Category). MVAs are determined in accordance with the following equation:

$$MVA = MVAF + CSF$$

The MVA charge(s) calculated under the provisions of Rider MV to be applied to service rendered or billed during the Effective Period shall be set forth on an informational sheet to be filed with the Commission. The informational sheet required by the Market Value Adjustment section must be postmarked by the 20th day of the Filing Month. A monthly informational sheet postmarked after that date but prior to the first day of the Effective Period will be accepted only if it corrects an error or errors for a timely filed report for the same Effective Period. Any other informational sheet postmarked after that date will be accepted only if submitted as a special permission request under the provision of Section 9-201 (a) of the Public Utilities Act [220 ILCS 5/9-201 (a)].

Annual Market Value Adjustment Report

The Company must prepare an annual report that summarizes the operation of the adjustment mechanisms for the previous year. Such report must be submitted to the ICC in an informational filing, with copies of such report provided to the Manager of the Staff's Accounting Department and the Director of the Staff's Financial Analysis Division by April 30, beginning in 2008. Such report must be verified by an officer of the Company.

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Internal Audit Report

The Company shall perform annual internal audits of costs and revenues recorded under Rider MV and submit such reports to the Manager of the Commission's Accounting Department with a confidential copy to the Chief Clerk by April 30 for the previous report. The Company may include the Internal Audit Report as part of the verified Annual Market Value Adjustment Report to the Commission.

Annual Reconciliation Process

Annually, the Commission shall initiate public hearings to determine whether Rider MV reflects actual costs for the procurement of electric power and energy supply required by retail customers and to reconcile any amounts recovered with the actual costs of the procurement of electric power and energy supply beginning in 2008. In conjunction with a docketed reconciliation proceeding, the Company shall file with the Commission an annual reconciliation statement, which shall be verified by an officer of the utility. This statement shall show the difference between the following:

1. The costs recoverable through the Rider MV during the reconciliation year, as adjusted by the MVAF and CSF; and
2. The revenues arising through the application of the Rider MV to applicable kWh during the reconciliation year.

If, after hearing, the Commission finds that the Company has not flowed through the appropriate costs or recoveries from Rider MV for such reconciliation year, the difference determined by the Commission shall be refunded or recovered, as appropriate, through the Factor O, along with any interest or other carrying charge authorized by the Commission.

B. MARKET VALUE ADJUSTMENT FACTOR

The purpose of the Market Value Adjustment Factor (MVAF) is to periodically equalize the revenues from retail customers for electric power and energy supply procured for them by the Company and the expenses incurred by the Company for procurement of such supply as a function of the contract terms and prices determined in accordance with the CPA in order to address the differences that may exist between actual electricity usage and demand patterns and the historic usage and demand patterns used in the equations in the Translation to Retail Supply Charges part of this tariff. The monthly MVAF for each applicable Category is determined as follows:

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Formula:

$$\text{MVA} = \frac{C - B}{U} + \text{RB} + \text{O}$$

C = Cost expended for procurement of power supply through the auction process during the Determination Period.

B = Sum of Billed (and unbilled) retail revenue for the Determination Period pursuant to the retail power supply tariff(s) that correspond with the applicable CPA Category. The revenue used for this factor shall exclude any adjustments to Market Value energy charges for supply procurement, cash working capital and uncollectibles.

RB = Any Remaining Balance (debit or credit) resulting from the application of the MVA during an Effective Period ending prior to the Filing Month.

U = Forecasted Customer Usage in kilowatt-hours (kWh) for the Effective Period.

O = An amount representing the additional over or under recovery ordered by the Commission to be refunded or collected, including interest charged at the rate established by the Commission under 83 Ill. Adm. Code 280.70(e)(1) from the date at which the over or under recovery was improperly flowed through the MVA to the date of the Commission decision that a Factor O was warranted. The Commission may determine that it is appropriate to amortize the additional over or under recovery amount over a defined time period with interest.

C. CONTINGENCY SUPPLY FACTOR

The purpose of the Contingency Supply Factor (CSF) is to determine the appropriate charges to be included in the MVA in the event that the provisions of the Limitations and Contingencies part of this Rider are employed. For each of the three previously described MVAs, a separate CSF is determined and applied for each Effective Period. The CSF shall adjust rates to reflect the total incremental or decremental cost, if any, of the supply the Company must acquire on behalf of customers, in the event of supplier default(s) subsequent to the date of the last CPA and/or under-subscription of the last CPA. For the CPA BGS-FP Category and BGS-LFP Category, a separate CSF Factor is determined and varies on a monthly basis as follows:

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Formula:

$$\text{CSF} = \frac{(\text{CPC} - \text{SC}) + \text{RB} + \text{O}}{\text{U}}$$

Where:

CPC = The Contingency Power Costs incurred by the Company during the Determination Period for Contingency Supply, net of any default damages received, if any. The default damages deducted in any given month shall not exceed the difference between the Contingency Power Costs and the CPA supply costs as reflected in the Market Value price for such month for the same quantity of supply. There will be a carrying charge, at the rate established by the Commission under 83 Ill. Adm. Code 280.70(e)(1), included on any default damages that remain un-refunded through the CSF mechanism.

SC = The supply costs reflected in the Market Value price in effect for the Determination Period for which the Contingency Supply is being procured.

RB = Any Remaining Balance (debit or credit) resulting from the application of the CSF during an Effective Period ending prior to the Filing Month.

U = Forecasted Customer Usage in kilowatt-hours (kWh) for the Effective Period.

O = An amount representing the additional over or under recovery ordered by the Commission to be refunded or collected, including interest charged at the rate established by the Commission under 83 Ill. Adm. Code 280.70(e)(1) from the date at which the over or under recovery was improperly flowed through the MVAF to the date of the Commission decision that a Factor O was warranted. The Commission may determine that it is appropriate to amortize the additional over or under recovery amount over a defined time period with interest.

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The monthly CSF shall be stated in ¢/kWh rounded to the thousandths of a cent and will be determined separately for contingency power supply products for each of the Fixed Price Section of CPA BGS Group Categories (BGS-FP Category and BGS-LFP Category.)

For the CPA BGS-LRTP Category, the contingency supply costs will be recovered based upon the supply requirements of Rider RTP-L. The contingency supply costs for real-time pricing tariffs will be posted on www.Ameren.com.

9. MISCELLANEOUS GENERAL PROVISIONS

Data obtained by the Company as described in the Customer Supply Group Information section and the Market Cost Information section of this Rider must be maintained by the Company for a period of 24 months.

The Company must retain any confidential documents associated with an Illinois Auction Section in a confidential manner for a period of time extending at least two years beyond the date of the expiration of the longest term SFC executed in accordance with the results for such Illinois Auction Section.

In accordance with the Order of the ICC in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), the Company must conduct an annual internal audit of its costs and recoveries of such costs pursuant to this Rider. This Company must prepare an annual report that summarizes the results of such audit. Such report must be submitted to the ICC in an informational filing, with copies of such report provided to the Manager of the Staff's Accounting Department and the Director of the Staff's Financial Analysis Division by April 30, beginning in 2008. Such report must be verified by an officer of the Company.

In accordance with the Order of the ICC in Docket Nos. 05-0160/05-0161/05-0162 (Cons.), a docketed review of the auction process will be conducted after each Illinois Auction conducted in 2006, 2008, and 2009. The frequency of such reviews thereafter is determined by the ICC after the conclusion of the docketed review for the Illinois Auction conducted in 2009.

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The Retail Supply Charges and MVAs computed in accordance with the provisions of this Rider are subject to adjustment in accordance with lawful orders issued by the ICC in annual docketed reconciliation proceedings as provided for in the ICC's Order in Docket Nos. 05-0160/05-0161/05-0162 (Cons.) The first reconciliation shall be for the calendar year beginning January 2, 2007 through December 31, 2007.

The Company's Schedule of Rates of which this Rider is a part includes Customer Terms and Conditions and other tariffs. Service hereunder is subject to the Customer Terms and Conditions and other applicable tariffs.

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APPENDIX A

XXXXX Company d/b/a Ameren XXXXX
 Retail Supply Charge Informational Filing
 X Informational Sheet (Cancelling X Informational Sheet) Supplemental to Sheet Nos.
 27 - 27.0XX of ILL. C. C. No. XX
 Retail Supply Charges Effective For Month, Year

Retail Supply Charges:	BGS-FP Category								BGS-5 Delivery Voltage (\$/kWh)	
	BGS-1 Delivery Voltage		BGS-2 Delivery Voltage				BGS-3 Delivery Voltage			100 kV & above
	Secondary (\$/kWh)	Secondary (\$/kWh)	Primary (\$/kWh)	High Voltage (\$/kWh)	Secondary (\$/kWh)	Primary (\$/kWh)	High Voltage (\$/kWh)	100 kV & above (\$/kWh)		
Summer:	X.XXX	X.XXX	X.XXX	X.XXX					X.XXX	
Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Off-Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Non-summer:		X.XXX	X.XXX	X.XXX					X.XXX	
0-800 kWh	X.XXX									
>800 kWh	X.XXX									
Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Off-Peak					X.XXX	X.XXX	X.XXX	X.XXX		
	RTP-1 Delivery Voltage		RTP-2 Delivery Voltage				RTP-3 Delivery Voltage		100 kV & above	
	Secondary (\$/kWh-Day)	Secondary (\$/kWh-Day)	Primary (\$/kWh-Day)	High Voltage (\$/kWh-Day)	Secondary (\$/kWh-Day)	Primary (\$/kWh-Day)	High Voltage (\$/kWh-Day)	100 kV & above (\$/kWh-Day)		
Hourly Price Section Supplier Charge: (Reflects RTP-4 Hourly Price Supplier Charge)	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX		
Hourly Energy Charge: As posted on www.ameren.com										
Charges Applicable to all kWhs for BGS-FP Category:										
Adjustments to CPA Retail Supply Charges	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX		
Market Value Adjustment (BGS-FP Category)	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX	X.XXX		
	BGS-LFP Category									
	BGS-4 Delivery Voltage				BGS-4 Delivery Voltage					
	Secondary (\$/kWh)	Primary (\$/kWh)	High Voltage (\$/kWh)	100 kV & above (\$/kWh)	Secondary (\$/kWh)	Primary (\$/kWh)	High Voltage (\$/kWh)	100 kV & above (\$/kWh)		
Summer:										
Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Non-summer:										
On-Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Off-Peak					X.XXX	X.XXX	X.XXX	X.XXX		
Charges Applicable to all kWhs for BGS-LFP Category:										
Adjustments to CPA Retail Supply Charges					X.XXX	X.XXX	X.XXX	X.XXX		
Market Value Adjustment (BGS-LFP Category)					X.XXX	X.XXX	X.XXX	X.XXX		
	BGS-LRTP Category									
	RTP-4 Delivery Voltage				RTP-4 Delivery Voltage					
	Secondary (\$/kWh-Day)	Primary (\$/kWh-Day)	High Voltage (\$/kWh-Day)	100 kV & above (\$/kWh-Day)	Secondary (\$/kWh)	Primary (\$/kWh)	High Voltage (\$/kWh)	100 kV & above (\$/kWh)		
Hourly Price Section Supplier Charge: *	X.XXX	X.XXX	X.XXX	X.XXX						
Hourly Energy Charge: As posted on www.ameren.com										
Charges Applicable to all kWhs for BGS-LRTP Category:										
Adjustments to CPA Retail Supply Charges					X.XXX	X.XXX	X.XXX	X.XXX		
Market Value Adjustment (BGS-LRTP Category)					X.XXX	X.XXX	X.XXX	X.XXX		

* Hourly Price Section Supplier Charge will be posted on www.ameren.com if adjusted for CSF supplier-related costs.

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