

**Illinois Power Agency
2011 Capacity RFP (July 2011 to May 2012) for Ameren Illinois Company**

SUPPLIER FEE BINDING AGREEMENT

This Supplier Fee Binding Agreement is made and entered into pursuant to and in accordance with Section 1-75(h) of the Illinois Power Agency Act (20 ILCS 3855/1-75(h)) as of May 13, 2011, by and between _____ (“**Seller**”), and the Illinois Power Agency (“**IPA**”).

WHEREAS, Seller is a bidder in connection with a procurement event for Ameren Illinois Company (“**Buyer**”) pursuant to the Confirmation Agreement dated as of May 13, 2011 (together with the exhibits, schedules and any written supplements thereto and any related documents, the “**Confirmation Agreement**”)

WHEREAS, pursuant to Section 1-75(h) of the Illinois Power Act, IPA is authorized to assess a fee from Seller to recover the costs incurred by IPA in connection with a competitive procurement process (the “**Supplier Fee**”).

WHEREAS, it is a condition to Seller’s ability to participate in the procurement process that Seller confirm its obligations in respect of the Supplier Fee for the benefit of IPA and agree to provide certain assurances to IPA with respect to such obligations.

WHEREAS, the Seller has agreed, as a condition to participate in the procurement process to pay a Supplier Fee, which shall be calculated based on the product of (a) the per unit supplier fee for the procurement event, as announced prior to such procurement event, and (b) the number of units won by Seller in such procurement event.

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements of each party to the other that are set forth herein, the parties, intending to be legally bound, hereby agree as follows:

1. Seller hereby agrees to pay the Supplier Fee in an amount of \$_____, which is calculated as \$1.25/PRC times ___ PRCs. Seller agrees to pay the Supplier Fee on or before May 24, 2011, which is within seven (7) business days of the Illinois Commerce Commission approval of the Bids for the Confirmation Agreement.

2. Supplier hereby agrees to pay the Supplier Fee according to the Payment Instructions below and following the Processing Timeline given below.

Payment Instructions: The Seller shall pay the Supplier either:

- a) By check, made payable to Illinois Power Agency and sent to the following address:

Kristene M. Callanta
Illinois Power Agency
160 North LaSalle Street, Suite N-509
Chicago, Illinois 60601
Phone (312) 814-3273

- b) Through ACH (Automatic Clearing House) in CCD or CCD+ format, after requesting by email to kristene.callanta@illinois.gov instructions for the "Payment of the Supplier Fee" and receiving all such due instructions. The Seller is advised to allow three (3) business days for the receipt of such instructions.

Processing Timeline: The Procurement Administrator sends, on behalf of the IPA, two (2) partially executed hardcopy originals of the Supplier Fee Binding Agreement to the Bidder for receipt on the business day following the ICC decision. An authorized representative of the Bidder must execute the two (2) hardcopy originals of the Supplier Fee Binding Agreement and must send an electronic copy of the executed Supplier Fee Binding Agreement to the Procurement Administrator at aiurfp@levitan.com by 12 noon CPT (1 pm EPT) on the business day following the day of receipt of the two (2) partially executed hardcopy originals of the Supplier Fee Binding Agreement. By close of business on that same business day, the Bidder must send one (1) fully executed, hardcopy original of the Supplier Fee Binding Agreement to the Procurement Administrator via overnight delivery service to:

Sara Wilmer
Levitan & Associates, Inc.
100 Summer Street, Suite 3200
Boston, MA 02110

The undersigned represents and warrants that he/she has the authority to act on behalf of, and to bind, the Seller to perform the terms and conditions and otherwise comply with all obligations stated herein.

Dated: _____

Seller

Illinois Power Agency

By: _____

Name: _____

Mark Pruitt
Director, Illinois Power Agency

Title: _____