

Edgar Filing: AMEREN CORP - Form U5S

AMEREN CORP
Form U5S
April 29, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2004

Filed pursuant to the Public Utility Holding Company Act of 1935 by

**AMEREN CORPORATION
1901 Chouteau Avenue, St. Louis, Missouri 63103**

TABLE OF CONTENTS

| | Page |
|---|------------|
| ITEM 1. | 1 |
| SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004 | |
| ITEM 2. | 11 |
| ACQUISITION OR SALES OF UTILITY ASSETS | |
| ITEM 3. | 11 |
| ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES | |
| ITEM 4. | 12 |
| ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES | |
| ITEM 5. | 14 |
| INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES | |
| ITEM 6. | 18 |
| OFFICERS AND DIRECTORS | |
| Part I. Name, principal business address and positions held as of December 31, 2004 | 18 |
| Part II. Financial connections as of December 31, 2004 | 37 |
| Part III. Compensation and other related information | 38 |
| ITEM 7. | 39 |
| CONTRIBUTION AND PUBLIC RELATIONS | |
| ITEM 8. | 40 |
| SERVICE, SALES AND CONSTRUCTION CONTRACTS | |
| Part I. Intercompany sales and service | |
| Part II. Contracts to purchase services or goods between any system company and affiliate | |
| Part III. Employment of any person by a supervisory or financial advisory system company for the performance on a continuing basis of management services | |
| ITEM 9. | 42 |
| WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES | |
| ITEM 10. | 42 |
| FINANCIAL STATEMENTS AND EXHIBITS | |
| Index to Financial Statements | |
| Financial Statements | Appendix B |
| Exhibits | 44 |

SIGNATURE

61

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type | |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|--|-----------------------|
| Ameren Corporation | | | 5,845,155,415 | 5,845,155,415 | Holding Company | |
| Ameren Capital Trust I | | | -- | -- | Financing Subsidiary | |
| Ameren Capital Trust II | | | -- | -- | Financing Subsidiary | |
| Union Electric Company, d/b/a AmerenUE | 102,123,834 | 100.0 | 2,881,805,550 | 2,881,805,550 | Electric & Gas Utility | |
| Ameren Community Development Company, LLC ¹ | | 100.0 | | | Community development | |
| Electric Energy, Inc. | 24,800 | 40.0 | 67,657,689 | 27,063,075 | Generating Company (EWG) | |
| Joppa & Eastern Railroad Co. Met-South, Inc. | 10,000 100 | 100.0 100.0 | 100,000 5,000 | 100,000 5,000 | Rail Transport Wholesale Marketing | |
| Midwest Electric Power, Inc. | 1,000 | 100.0 | 35,872,571 | 35,872,571 | Generating Company | |
| Southern Materials Transfer, Inc. | | 10,000 | 100.0 | 0 | 0 | Coal Terminal |
| Massac Enterprises, LLC | | | 100.0 | 100,000 | 100,000 | Purchasing Company |
| Joppa Generating Station L.L.C.* | | | | -- | -- | Inactive |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|--|-------------------------------------|----------------------|-------------------------|--------------------------|---|
| Union Electric Development Corp. | 18,500 | 100.0 | (23,835,052) | (23,835,052) | Community Development & Energy-Related Investments |
| Union Electric Capital Trust I* | | | | -- | Financing Subsidiary |
| Central Illinois Public Service Company, d/b/a AmerenCIPS | | 100.0 | 440,510,192 | 440,510,192 | Electric & Gas |
| CIPS Energy, Inc.* | 100 | 100.0 | 1,000 | 1,000 | Inactive |
| CIPSCO Investment Company | 100 | 100.0 | 4,163,333 | 4,163,333 | Leasing and Energy-Related Investments |
| CIPSCO Securities Company | 100 | | 993,428 | 993,428 | Investments |
| CIPSCO Venture Company | 100 | | 377,193 | 377,193 | Civic and Economic Development |
| CIPSCO Leasing Company | 100 | | 5,141,507 | 5,141,507 | Leveraged Leases |
| CLC Aircraft Leasing Co. | 100 | | -- | -- | Equipment Leasing |
| CLC Leasing Co. A | 100 | | -- | -- | Equipment Leasing |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|--|
| CLC Leasing Co. C | | | | -- | -- Inactive |
| CIPSCO Energy Company | | 100 | 100.0 | 17,729,991 | 17,729,991 Energy-Related Investments |
| CEC-ACLP Co. | | | | -- | -- Investments |
| Ameren Energy, Inc. | | 1,000 | 100.0 | (7,576,405) | (7,576,405) Power Marketing, Energy-Related |
| Ameren Services Company | | 1,000 | 100.0 | 3,802,478 | 3,802,478 Services to Ameren and its subsidiaries |
| Ameren Development Company | | 1,000 | 100.0 | (34,240,330) | (34,240,330) Holding Company |
| Ameren ERC, Inc. | | 1,000 | 100.0 | (8,226,133) | (8,226,133) Energy-Related |
| Missouri Central Railroad Company | | 100,000 | 100.0 | 5,908,248 | 5,908,248 Rail Transport |
| Gateway Energy Systems, L.C. and affiliates | | | | -- | -- Energy-Related |
| Ameren Energy Communications, Inc. | | 1,000 | 100.0 | (24,851,726) | (24,851,726) Communications Related |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|-----------------------------------|
| Ameren Energy Resources Company | 1,000 | 100.0 | 550,210,085 | 550,210,085 | Holding Company |
| AmerenEnergy Medina Valley Cogen (No. 4), L.L.C. | | 100.0 | 27,218,488 | 27,218,488 | Intermediate Subsidiary |
| AmerenEnergy Medina Valley Operations, L.L.C. | | 100.0 | 221,424 | 221,424 | Intermediate Subsidiary |
| AmerenEnergy Medina Valley Cogen (No. 2), L.L.C. | | 100.0 | 25,473,713 | 25,473,713 | Intermediate Subsidiary |
| AmerenEnergy Medina Valley Cogen, L.L.C. | | 100.0 | 25,474,088 | 25,474,088 | Generating Company (EWG) |
| Illinois Materials Supply Co. | 1,000 | 100.0 | (2,577,571) | (2,577,571) | Purchasing Company |
| Ameren Energy Marketing Co. | 1,000 | 100.0 | (28,056,716) | (28,056,716) | Wholesale and Retail Marketing |
| Ameren Energy Development Co. | 1,000 | 100.0 | 432,353,575 | 432,353,575 | Generating Company (EWG) |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|---|
| Ameren Energy Generating Co. | 2,000 | 100.0 | 434,975,655 | 434,975,655 | Generating Company (EWG) |
| Coffeen and Western Railroad Company ² | 1,000 | 100.0 | 21,826,813 | 21,826,813 | Common Carrier railroad company |
| Ameren Energy Fuels and Services Company | 1,000 | 100.0 | (2,888,873) | (2,888,873) | Fuel Purchasing |
| Cowboy Railroad Development Company, LLC | | 70.97 | -- | -- | Develop feasibility study of railroad |
| AFS Development Company, LLC | | 100.0 | -- | -- | Investments |
| Electric Energy, Inc. | 24,800 | 40.0 | 67,657,689 | 27,063,075 | Generating Company (EWG) |
| Joppa & Eastern Railroad Co. | 10,000 | 100.0 | 100,00 | 100,000 | Rail Transport |
| Met-South, Inc. | 100 | 100.0 | 5,000 | 5,000 | Wholesale marketing |
| Midwest Electric Power, Inc. | 1,000 | 100.0 | 35,872,571 | 35,872,571 | Generating Company |
| Southern Materials Transfer, Inc. | 10,000 | 100.0 | -- | -- | Coal Terminal |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|--|-------------------------------------|----------------------|-------------------------|--------------------------|---|
| Massac Enterprises, LLC | | | 100,000 | 100,000 | Purchasing Company |
| Joppa Generating Station L.L.C.* | | 100.0 | -- | -- | Inactive |
| CILCORP Inc. | 1,000 | 100.0 | 548,421,786 | 548,421,786 | Holding Company |
| Central Illinois Light Company, d/b/a AmerenCILCO | | 100.0 | 418,561,498 | 418,561,498 | Electric & Gas Utility |
| CILCO Exploration and Development Co.* | 100 | 100.0 | 295,846 | 295,846 | Inactive |
| AmerenEnergy Resources Generating Company | 1,000 | 100.0 | 318,897,841 | 318,897,841 | Owns & operates electric generation assets |
| CILCO Energy Corporation* | 35,000 | 100.0 | 444,391 | 444,391 | Inactive |
| CILCORP Investment Management Inc. | 5,822 | 100.0 | 35,595,340 | 35,595,340 | Investments |
| CIM Air Leasing Inc. | 100 | 100.0 | 4,268,832 | 4,268,832 | Lease interest in commercial aircraft |
| CIM Energy Investments Inc. | 100 | 100.0 | 1,185,290 | 1,185,290 | Investment in non-regulated energy production facilities |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type | |
|-------------------------------|-------------------------------------|----------------------|-------------------------|--------------------------|---------------|-------------------|
| CIM Leasing Inc. | | 100 | 100.0 | 8,599,515 | 8,599,515 | Lease investments |
| CILCORP Lease Management Inc. | | 61 | 100.0 | 22,872,977 | 22,872,977 | Lease investments |
| CLM Inc., IV | | 1,000 | 100.0 | 6,866,181 | 6,866,181 | Lease investments |
| CLM Inc., VII | | 1,000 | 100.0 | 1,256,333 | 1,256,333 | Lease investments |
| CLM Inc., VIII | | 1,000 | 100.0 | 1,255,727 | 1,255,727 | Lease investments |
| CLM XII Inc. | | 500 | 100.0 | 17,150 | 17,150 | Lease investments |
| CLM X, Inc. | | 500 | 100.0 | 19,214,750 | 19,214,750 | Holding company |
| CLM XI, Inc. | | 500 | 100.0 | 129,290 | 129,290 | Lease investments |
| CLM Inc., VI | | 1,000 | 100.0 | 19,085,461 | 19,085,461 | Lease investments |
| QST Enterprises Inc.* | | 43,250 | 100.0 | 5,795,735 | 5,795,735 | |
| QST Energy Inc.* | | 44,125 | 100.0 | 5,484,977 | 5,484,977 | Inactive |
| QST Energy Trading Inc.* | | 16,100 | 100.0 | (1,341,906) | (1,341,906) | Inactive |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type | |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|---------------|---|
| QST Inc.* | | 1,000 | | -- | Inactive | |
| CILCORP Infraserivices Inc. | | 1,000 | 100.0 | 537,553 | 537,553 | Technical & maintenance services |
| ESE Land Corporation* | | 1,000 | | -- | -- | Inactive |
| Savannah Resources Corp.* | | 1,000 | 100.0 | -- | -- | Inactive |
| ESE Placentia Development Corporation* | | 100 | 100.0 | -- | -- | Inactive |
| California/Nevada Development L.L.C.* | | | 15.0 | -- | -- | Inactive |
| CILCORP Ventures Inc. | | 7,352 | 100.0 | 1,118,303 | 1,118,303 | Investment - Energy related products and services |
| CILCORP Energy Services Inc. | | 67,820 | 100.0 | 954,296 | 954,296 | Energy |
| Agricultural Research & Development Corp. | | 800 | 80.0 | 37,599 | 37,599 | Agricultural research |

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

| Name of Company | Number of Common Shares Owned | % of Voting Power | Issuer Book Value | Owner's Book Value | Business Type |
|---|-------------------------------------|----------------------|-------------------------|--------------------------|---|
| Peoria Medical Research Corp. | 1,000 | 14.0 | -- | -- | Partnership engaged in medical research |
| Illinois Power Company, d/b/a AmerenIP ³ | | 100.0 | 1,233,986,893 | 1,233,986,893 | Electric and gas utility |
| IP Gas Supply Company ⁴ | | 100.0 | 6,043,813 | 6,043,813 | Gas exploration |
| Illinois Power Transmission Company, LLC ^{5*} | | 100.0 | -- | -- | Inactive |
| Illinois Power Securitization Limited Liability Company ⁶ | | 100.0 | 4,338,862 | 4,338,862 | Financing subsidiary |
| Illinois Power Special Purpose Trust ⁷ | | | 4,331,000 | 4,221,000 | Financing subsidiary |
| Illinois Power Financing I ^{8*} | | 100.0 | -- | -- | Inactive |
| Illinois Power Financing II ⁹ | | 100.0 | -- | -- | Inactive |

* Inactive

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.

NOTES RELATING TO VOTING POWER AND BOOK VALUE

FOOTNOTES

1. Ameren Community Development Company, LLC is a Missouri limited liability company incorporated on December 22, 2004.
2. Coffeen and Western Railroad Company is an Illinois corporation incorporated on February 11, 2004.
3. Illinois Power Company is an Illinois corporation incorporated on May 25, 1923 and acquired by Ameren Corporation on
September 30, 2004.
4. IP Gas Supply Company is an Illinois corporation incorporated on May 11, 1973 and acquired by Ameren Corporation on
September 30, 2004.
5. Illinois Power Transmission Company, LLC is a Delaware limited liability company organized on July 25, 2001 and acquired by
Ameren Corporation on September 30, 2004.
6. Illinois Power Securitization Limited Liability Company is a Delaware limited liability company organized on September 10, 1998
and acquired by Ameren Corporation on September 30, 2004.
7. Illinois Power Special Purpose Trust is a Delaware business trust formed in 1998 and acquired by Ameren Corporation on
September 30, 2004.
8. Illinois Power Financing I is a Delaware statutory business trust acquired by Ameren Corporation on September 30, 2004.
9. Illinois Power Financing II is a Delaware statutory business trust formed in 2002 and acquired by Ameren Corporation on
September 30, 2004.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

A. Aquila

In May 2004, Union Electric Company acquired natural gas utility distribution facilities in service located in and around Rolla, Salem, and Owensville, Missouri from Aquila, Inc. The acquisition price for the plant and related accounts receivable was approximately \$4.3 million. This acquisition was approved by the Missouri Public Service Corporation (MPSC) and is exempt under Section 9(b)(1) of the PUCHA. A copy of the MPSC Order approving the transaction is attached hereto as Appendix A.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

A. Union Electric Company - Debt Issuance (Rule 52 exemption)

1. Issuance of \$104 million senior secured notes (secured by first mortgage bonds), 5.50% due May 15, 2014. Issued on May 18, 2004.

2. Issuance of \$300 million senior secured notes (secured by first mortgage bonds), 5.10% due October 1, 2019. Issued on September 23, 2004.

B. Central Illinois Light Company - Debt Issuance (Rule 52 exemption)

1. Issuance of \$19.2 million environmental improvement revenue refunding bonds Series 2004 (secured by first mortgage bonds), variable (auction) rate mode due October 1, 2039 with a mandatory sinking fund redemption of \$5 million on October 1, 2026. Issued on November 19, 2004.

C. Central Illinois Public Service Company - Debt Issuance (Rule 52 exemption)

1. Issuance of \$35 million environmental improvement revenue refunding bonds Series 2004 (secured by first mortgage bonds), variable (auction rate) mode due July 1, 2025. Issued on November 19, 2004.

D. Ameren Corporation - Guarantees (Rule 45 (b) (6) exemption)

1. Ameren Corporation and its utility subsidiaries are self-insured for Worker's Compensation Insurance and Ameren Corporation guarantees the payment of outstanding claims of subsidiaries (the "Reserve"). At December 31, 2004 the Reserve amounted to \$32,711,407. The highest amount outstanding at any time during the year cannot be readily determined.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

A. Union Electric Company - Debt Retirements (Rule 42 exemption)

1. On June 17, 2004, this system company redeemed, with proceeds from its issuance of \$104 million 5.50% senior secured notes (secured by first mortgage bonds) due 2014, its \$100 million principal amount 7.00% First Mortgage Bonds.

2. On August 1, 2004, this system company retired upon maturity, with proceeds from its issuance of \$300 million 5.10% senior secured notes (secured by first mortgage bonds) due 2019, its \$188 million principal amount 6.875% First Mortgage Bonds.

3. On December 15, 2004, this system company retired upon maturity, initially with cash from short-term borrowings and later (January 2005) permanently financed with proceeds from its issuance of \$85 million 5.00% senior secured notes (secured by first mortgage bonds) due 2020, its \$85 million principal amount 7.375% First Mortgage Bonds.

B. Central Illinois Public Service Company - Debt Retirements (Rule 42 exemption)

1. On December 20, 2004, this system company redeemed, with cash, its \$17.5 million principal amount 5.90% 1993 Series B-2 pollution control revenue refunding bonds.

2. On December 20, 2004, this system company redeemed, with cash, \$17.5 million principal amount 5.70% 1993 Series C-2 pollution control revenue refunding bonds.

3. On December 22, 2004, this system company redeemed, with proceeds from its issuance of \$35 million variable (auction) rate Series 2004 environmental improvement revenue refunding bonds (secured by first mortgage bonds) due 2025, its \$35 million principal amount 6.375% 1993 Series A pollution control revenue refunding bonds.

C. Central Illinois Light Company - Debt and Preferred Stock Retirements (Rule 42 exemption)

1. On February 27, 2004, this system company redeemed, with cash, its \$100 million principal amount bank term loan (secured by first mortgage bonds)

2. On July 1, 2004, this system company retired, with cash, \$1.1 million principal amount of its 5.85% cumulative preferred stock due 2008 pursuant to annual sinking fund requirements.

3. On December 22, 2004, this system company redeemed, with proceeds from its issuance of \$19.2 million variable (auction) rate Series 2004 environmental improvement revenue refunding bonds (secured by first mortgage bonds) due 2039, its \$14.2 million principal amount 6.50% Series 1992A pollution control revenue refunding bonds (secured by first mortgage bonds).

4. On December 22, 2004, this system company redeemed, with proceeds from its issuance of \$19.2 million variable (auction) rate Series 2004 environmental improvement revenue refunding bonds (secured by first mortgage bonds) due 2039, its \$5 million principal amount 6.50% Series 1992C pollution control revenue refunding bonds (secured by first mortgage bonds).

D. Illinois Power Company - Debt Retirements (Rule 42 exemption)

1. On November 15, 2004, this system company redeemed, with cash, \$192.5 million principal amount of its 11.5% mortgage bonds.

2. On November 24, 2004, this system company repurchased, with cash, \$351.0 million principal amount of its 11.5% mortgage bonds.

3. On December 1, 2004, this system company redeemed, with cash, \$65.6 million principal amount of its 7.5% mortgage bonds.

4. On December 1, 2004, this system company redeemed, with cash, \$84.2 million principal amount 7.40% 1994 Series B pollution control refunding revenue bonds (secured with mortgage bonds).

E. CILCORP Inc. - Debt Retirements (Rule 42 exemption)

1. On May 26, 2004, this system company repurchased, with cash, \$15 million principal amount of its 9.375% senior notes due 2029.

2. On July 9, 2004, this system company repurchased, with cash, \$2.1 million principal amount of its 9.375% senior notes due 2029.

F. Electric Energy, Inc. - Debt Retirements (Section 32 exemption)

1. On December 15, 2004, this system company retired, with cash, \$6.7 million principal amount of its 8.60% medium term notes due 2005 pursuant to annual sinking fund requirements

2. On December 15, 2004, this system company retired, with cash, \$7.8 million principal amount of its 6.61% medium term notes due 2005 pursuant to annual sinking fund requirements

ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES

A. At December 31, 2004 Union Electric Company had \$47,552,240 invested in the following temporary cash investments. These investments were in short-term money market funds.

1. Federated Investors funds: \$3,044,384
2. Fidelity funds: \$44,507,856

B. Aggregate amount of investments in persons operating in the retail service area of Ameren Corporation or of its subsidiaries.

1. Union Electric Company

(a) Envirotech Investment Fund, L.L.C.

Capital investments in energy- related businesses with company contributions amounting to \$1,068,759 as of December 31, 2004.

2. Electric Energy, Inc

(a) Massac Enterprises, LLC

Capital contribution of \$100,000 for purchasing operations within "enterprise zones".

3. Union Electric Development Corporation

(a) Civic Ventures Investment Fund, LP

Investment fund to promote growth and development of small and minority business enterprises with Company contributions amounting to \$68,667 as of December 31, 2004.

(b) Lewis and Clark Industrial Development Corporation

Capital contribution in civic development of \$5,000 as of December 31, 2004.

(c) Laclede's Landing Redevelopment Corporation

Capital contribution in civic development of \$10,000 as of December 31, 2004.

(d) Gateway National Bank

Capital contribution in civic development of \$60,000 as of December 31, 2004.

(e) NEMO Bank Community Development Corporation

Capital contribution in civic development of \$1,000 as of December 31, 2004.

(f) St. Louis Equity Funds - 1988, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003 and 2004 - Real estate investment funds, with the Company's total contributions as of December 31, 2004 of \$6,393,147. Includes purchase of tax credits from Mercantile Community Development Corporation, Federal National Mortgage Association and U.S. Bancorp Community Development Corporation. No established market value.

(g) Homestead Brookfield Housing

Capital contribution for economic development amounting to \$1,061 as of 12/31/04.

4. CIPSCO Investment Company

(a) Illinois Equity Funds - 1992, 1994, 1996, 1998, and 2000 Limited Partnerships and St. Louis Equity Funds 1999 LLC, 2000 LLC, 2001 LLC, 2002 LLC, and 2003 LLC. Various ownership interests of not more than 20% in various limited partnerships. Total commitment to equity funds of \$8,000,000. No established market value, book value is \$3,758,013. Includes purchase of tax credits from Mercantile Community Development Corporation.

5. CIPSCO Venture Company Holdings:

Total equity interest in the investments listed below is \$377,193.

(a) Mattoon Enterprise Park, LLC.

A 20% equity interest, but not the managing member, in the above named limited liability company. No established market value.

(b) MACC, LLC

A 33.33% interest, but not the managing member, in the above named limited liability company. No established market value.

6. CIPSCO Leasing Company

Total current asset book value of investments listed below is \$26,282,843.

- (a) A 17.5% undivided interest in a leveraged lease financing of a natural gas liquids plant held under the subsidiary name of CIPSCO Leasing Company.
- (b) A 100% interest in a leveraged lease financing of a commercial aircraft held under the subsidiary name CIPSCO Aircraft Leasing Company.
- (c) A 25% undivided interest in a leveraged lease financing of various oil and gas production equipment held under the subsidiary name CLC Leasing Company A.
- (d) CLC Leasing Company C established for future investment opportunities; no current investments.

7. CIPSCO Energy Company

- (a) Appomattox Cogeneration L.P.
A 24.75% limited partnership interest in the above named Limited Partnership. This investment is held in CEC-ACLP Company, a subsidiary of CIPSCO Energy Company. Book value is \$210,959.

8. Ameren ERC, Inc.

- (a) Gateway Energy Systems, LLC and affiliates
An 89.1% interest in the above named limited liability company amounting to \$1,864,992 as of December 31, 2004.

9. Ameren Energy Communications, Inc.

- (a) Enporion Inc.
Ameren was one of seven founding members of the above named e-commerce company with a \$5,000,000 investment as of December 31, 2004. Ameren owns 6,764,093 shares of common stock and has a 21.26% interest in Enporion.

10. CILCORP Investment Management Inc.

- (a) Illinois Equity Funds - 1992, 1994, 1996 and 1998. Real estate investment funds with various ownership interests of less than 10% with the company's total contribution as of December 31, 2004 of

\$9,006,212. Includes interest in Midwest Tax Credit Fund I and Midwest Tax Credit Fund II and Bank One Fund III.

11. CIM Leasing Inc.

(a) Sun America 51 - Real estate investment fund with interest of 5.7214% with a total contribution as of December 31, 2004 of \$7,499,998.

ITEM 6. OFFICERS AND DIRECTORS - PART I.

The officers and directors of all system companies as of December 31, 2004 were as follows:

| NAME AND ADDRESS | POSITION | |
|------------------------------|-----------------|---------------|
| AMEREN CORPORATION | | |
| WARNER L. BAXTER | ST. LOUIS, MO | EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| SUSAN S. ELLIOTT | ST. LOUIS, MO | D |
| CLIFFORD L. GREENWALT | SPRINGFIELD, IL | D |
| THOMAS A. HAYS | ST. LOUIS, MO | D |
| RICHARD A. LIDDY | ST. LOUIS, MO | D |
| GORDON R. LOHMAN | CHICAGO, IL | D |
| RICHARD A. LUMPKIN | MATTOON, IL | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| JOHN PETERS MACCARTHY | ST. LOUIS, MO | D |
| PAUL L. MILLER, JR. | ST. LOUIS, MO | D |
| CHARLES W. MUELLER | ST. LOUIS, MO | D |
| DOUGLAS R. OBERHELMAN | ST. LOUIS, MO | D |
| GARY L. RAINWATER | ST. LOUIS, MO | D, P, CM, CEO |
| HARVEY SALIGMAN | ST. LOUIS, MO | D |
| PATRICK T. STOKES | ST. LOUIS, MO | D |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | EVP, COO |
| AFS DEVELOPMENT COMPANY, LLC | | |
| JERRE E. BIRDSONG | ST. LOUIS, MO | T |
| MICHAEL G. MUELLER | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | P |

AGRICULTURAL RESEARCH &
DEVELOPMENT CORP.

| | | |
|--------------------|---------------|------------|
| STEVE BALISTRERI | ST. LOUIS, MO | D |
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| SCOTT A. CISEL | ST. LOUIS, MO | D, VP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

AMEREN DEVELOPMENT COMPANY

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, P, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| DAVID A. WHITELEY | ST. LOUIS, MO | D |

AMEREN ENERGY COMMUNICATIONS, INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | SVP |
| DAVID A. WHITELEY | ST. LOUIS, MO | P, CEO |

AMEREN ENERGY DEVELOPMENT COMPANY

| | | |
|--------------------|-----------------|------------|
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| R. ALAN KELLEY | ST. LOUIS, MO | D, VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRY L. SIMPSON | SPRINGFIELD, IL | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P |

AMEREN ENERGY FUELS AND SERVICES
COMPANY

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| SCOTT A. GLAESER | ST. LOUIS, MO | VP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| MICHAEL G. MUELLER | ST. LOUIS, MO | D, P |
| ROBERT K. NEFF | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |

AMEREN ENERGY GENERATING COMPANY

| | | |
|----------------------|-----------------|---------------|
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| R. ALAN KELLEY | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D |
| JERRY L. SIMPSON | SPRINGFIELD, IL | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |
| DENNIS W. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | D, SVP |

AMEREN ENERGY, INC.

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D |
| ANDREW M. SERRI | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | P, D |

AMEREN ENERGY MARKETING COMPANY

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ANDREW M. SERRI | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P |

AMEREN ENERGY RESOURCES COMPANY

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| R. ALAN KELLEY | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS A. VOSS | ST. LOUIS, MO | P, D |

AMERENENERGY MEDINA VALLEY COGEN,
(NO. 2) L.L.C.

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | M, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| R. ALAN KELLEY | ST. LOUIS, MO | M, SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRE L. SIMPSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | M, P |

AMERENENERGY MEDINA VALLEY COGEN,
(NO. 4) L.L.C.

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | M, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| R. ALAN KELLEY | ST. LOUIS, MO | M, SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRE L. SIMPSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | M, P |

AMERENENERGY MEDINA VALLEY COGEN,
L.L.C.

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | M, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| R. ALAN KELLEY | ST. LOUIS, MO | M, SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRE L. SIMPSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | M, P |

AMERENENERGY MEDINA VALLEY
OPERATIONS, L.L.C.

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | M, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| R. ALAN KELLEY | ST. LOUIS, MO | M, SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRE L. SIMPSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | M, P |

AMERENENERGY RESOURCES GENERATING
COMPANY

| | | |
|----------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| R. ALAN KELLEY | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| JERRY L. SIMPSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |
| DENNIS W. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | SVP |

AMEREN ERC, INC.

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| MICHAEL G. MUELLER | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | P, CEO |
| DAVID A. WHITELEY | ST. LOUIS, MO | D |

AMEREN SERVICES CO.

| | | |
|----------------------|---------------|------------------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| MARK C. BIRK | ST. LOUIS, MO | VP |
| CHARLES A. BREMER | ST. LOUIS, MO | VP |
| SCOTT A. CISEL | PEORIA, IL | VP |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| JIMMY L. DAVIS | ST. LOUIS, MO | VP |
| R. ALAN KELLEY | ST. LOUIS, MO | SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| RICHARD J. MARK | ST. LOUIS, MO | SVP (effective 2-1-05) |
| DONNA K. MARTIN | ST. LOUIS, MO | SVP (effective 2-1-05) |
| MICHAEL L. MENNE | ST. LOUIS, MO | VP |
| MICHAEL L. MOEHN | ST. LOUIS, MO | VP |
| MICHAEL G. MUELLER | ST. LOUIS, MO | VP |
| CRAIG D. NELSON | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ROBERT L. POWERS | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, P, CEO |
| DAVID J. SCHEPERS | ST. LOUIS, MO | VP |
| ANDREW M. SERRI | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| DENNIS W. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | SVP |
| SAMUEL E. WILLIS | ST. LOUIS, MO | VP (retired 2-1-05) |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| RONALD C. ZDELLAR | ST. LOUIS, MO | VP |

CALIFORNIA/NEVADA DEVELOPMENT L.L.C.

| | | |
|------------------|---------------|---|
| WARNER L. BAXTER | ST. LOUIS, MO | M |
|------------------|---------------|---|

CEC-ACLP CO.

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOING | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CENTRAL ILLINOIS LIGHT COMPANY

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSOING | ST. LOUIS, MO | VP, T |
| SCOTT A. CISEL | PEORIA, IL | D, P, COO |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| R. ALAN KELLEY | ST. LOUIS, MO | SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| DAVID A. WHITELEY | ST. LOUIS, MO | SVP |

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY

| | | |
|----------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSOING | ST. LOUIS, MO | VP, T |
| SCOTT A. CISEL | PEORIA, IL | D, P, COO |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| JIMMY L. DAVIS | ST. LOUIS, MO | VP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| CRAIG D. NELSON | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| DENNIS A. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | D, SVP |

CILCO ENERGY CORPORATION

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CILCO EXPLORATION AND DEVELOPMENT
CO.

| | | |
|--------------------|---------------|-------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC, S |

CILCORP ENERGY SERVICES INC.

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| ANDREW M. SERRI | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P |

CILCORP INC.

| | | |
|--------------------|---------------|----------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| RICHARD A. LIDDY | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, P, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| DAVID A. WHITELEY | ST. LOUIS, MO | D, SVP |

CILCORP INFRASERVICES INC.

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | T |
| SCOTT A. CISEL | PEORIA, IL | VP |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP & C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P |

CILCORP INVESTMENT MANAGEMENT INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | D, VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CILCORP LEASE MANAGEMENT INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CILCORP VENTURES INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| SCOTT A. CISEL | PEORIA, IL | D, VP |
| DANIEL F. COLE | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |

CIM AIR LEASING INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CIM ENERGY INVESTMENTS INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CIM LEASING INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CIPS ENERGY, INC.

| | | |
|--------------------|---------------|-----------|
| GARY L. RAINWATER | ST. LOUIS, MO | D, P, CEO |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, S, T |

CIPSCO ENERGY COMPANY

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CIPSCO INVESTMENT COMPANY

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, CHM, P |
| MARTIN J. LYONS | ST. LOUIS, MO | C, D |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CIPSCO LEASING COMPANY

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CIPSCO SECURITIES COMPANY

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CIPSCO VENTURE COMPANY

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CLC AIRCRAFT LEASING CO.

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CLC LEASING CO. A

| | | |
|--------------------|---------------|-----------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CEO |
| MARTIN J. LYONS | ST. LOUIS, MO | D, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | D, VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | S |

CLM INC., IV

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, V-CHM |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CHM |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC & S |

CLM INC. - VI

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, V-CHM |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CHM |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CLM INC. - VII

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, V-CHM |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CHM |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CLM INC. - VIII

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, V-CHM |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P, CHM |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CLM X INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

CLM XI, INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| KENNETH J. UVA | (INDEPENDENT) | D |

CLM XII, INC.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | VP, T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| KENNETH E. UVA | (INDEPENDENT) | D |

COFFEEN AND WESTERN RAILROAD
COMPANY

| | | |
|--------------------|---------------|---------------|
| JERRE E. BIRDSOONG | ST. LOUIS, MO | D, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| R. ALAN KELLEY | ST. LOUIS, MO | D |
| MICHAEL G. MUELLER | ST. LOUIS, MO | D |
| ROBERT K. NEFF | ST. LOUIS, MO | P |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |

COWBOY RAILROAD DEVELOPMENT
COMPANY, LLC

| | | |
|--------------------|---------------|---|
| DANIEL F. COLE | ST. LOUIS, MO | M |
| MICHAEL G. MUELLER | ST. LOUIS, MO | M |
| ROBERT K. NEFF | ST. LOUIS, MO | M |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | M |

ELECTRIC ENERGY, INC.

| | | |
|--------------------|----------------|--------|
| DANIEL F. COLE | ST. LOUIS, MO | D |
| JAMES M. HELM | JOPPA, IL | S, T |
| R. ALAN KELLEY | ST. LOUIS, MO | D, CHM |
| CHARLES D. NASLUND | ST. LOUIS, MO | D |
| ROBERT L. POWERS | ST. LOUIS, MO | P |
| GARY L. RAINWATER | ST. LOUIS, MO | D |
| WILLIAM SHEPPARD | JOPPA, IL | VP |
| PAUL W. THOMPSON | LOUISVILLE, KY | D |
| JOHN N. VOYLES | LOUISVILLE, KY | D |
| THOMAS R. VOSS | ST. LOUIS, MO | D |
| DAVID A. WHITELEY | ST. LOUIS, MO | D |

ESE LAND CORPORATION

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOING | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |

ESE PLACENTIA DEVELOPMENT
CORPORATION

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSOING | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |

GATEWAY ENERGY SYSTEMS, L.C. AND
AFFILIATES

| | | |
|-------------------|---------------|---|
| WARNER L. BAXTER | ST. LOUIS, MO | M |
| JERRE E. BIRDSONG | ST. LOUIS, MO | M |
| PAUL MCKEE | ST. LOUIS, MO | M |

ILLINOIS EQUITY FUND 1992, 1994, 1996, 1998,
2000, 2002, 2003

| | | |
|----------------|---------------|---|
| LEE R. NICKLOY | ST. LOUIS, MO | D |
|----------------|---------------|---|

ILLINOIS MATERIALS SUPPLY CO.

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| R. ALAN KELLEY | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| DAVID A. WHITELEY | ST. LOUIS, MO | SVP |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P, CEO |

ILLINOIS POWER COMPANY

| | | |
|----------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| SCOTT A. CISEL | ST. LOUIS, MO | D, P, COO |
| DANIEL F. COLE | ST. LOUIS, MO | D, SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| DENNIS W. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | D, SVP |

ILLINOIS POWER FINANCING I

| | | |
|-------------------|---------------|---------|
| JERRE E. BIRDSONG | ST. LOUIS, MO | TRUSTEE |
|-------------------|---------------|---------|

ILLINOIS POWER FINANCING II

| | | |
|-------------------|---------------|---------|
| JERRE E. BIRDSONG | ST. LOUIS, MO | TRUSTEE |
|-------------------|---------------|---------|

ILLINOIS POWER SECURITIZATION LIMITED
LIABILITY COMPANY

| | | |
|--------------------|---------------|------------|
| WARNER L. BAXTER | ST. LOUIS, MO | M, P, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | M, VP, T |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | M |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |

ILLINOIS POWER SPECIAL PURPOSE TRUST

| | | |
|-------------------|---------------|---------|
| WARNER L. BAXTER | ST. LOUIS, MO | TRUSTEE |
| JERRE E. BIRDSONG | ST. LOUIS, MO | TRUSTEE |

ILLINOIS POWER TRANSMISSION COMPANY
LLC

| | | |
|--------------------|---------------|----------|
| WARNER L. BAXTER | ST. LOUIS, MO | EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | SVP |

IP GAS SUPPLY COMPANY

| | | |
|--------------------|---------------|-------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| MICHAEL G. MUELLER | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, CHM, P |

JOPPA & EASTERN RAILROAD COMPANY

| | | |
|-----------------------|----------------|------|
| JEFFREY S. BERKBIGLER | CARBONDALE, IL | S |
| JAMES M. HELM | JOPPA, IL | T |
| JOHN S. RENDLEMAN | CARBONDALE, IL | D, P |

MACC, LLC

| | | |
|----------------|---------------|---|
| LEE R. NICKLOY | ST. LOUIS, MO | D |
|----------------|---------------|---|

MASSAC ENTERPRISES, LLC

| | | |
|-----------------------|----------------|----|
| JOHN R. DALY | JOPPA, IL | MB |
| JEFFREY S. BERKBIGLER | CARBONDALE, IL | MB |
| JAMES M. HELM | JOPPA, IL | MB |
| JOHN S. RENDLEMAN | CARBONDALE, IL | MB |

MATTOON ENTERPRISES PARK LLC

| | | |
|----------------|---------------|---|
| LEE R. NICKLOY | ST. LOUIS, MO | D |
|----------------|---------------|---|

MET-SOUTH, INC.

| | | |
|-----------------------|----------------|------|
| JEFFREY S. BERKBIGLER | CARBONDALE, IL | VP |
| CHERYL L. ERDMAN | CARBONDALE, IL | S |
| JAMES M. HELM | JOPPA, IL | T |
| JOHN S. RENDLEMAN | CARBONDALE, IL | D, P |

MIDWEST ELECTRIC POWER, INC.

| | | |
|-----------------------|----------------|------|
| JEFFREY S. BERKBIGLER | CARBONDALE, IL | S |
| JAMES M. HELM | JOPPA, IL | T |
| JOHN S. RENDLEMAN | CARBONDALE, IL | D, P |

MISSOURI CENTRAL RAILROAD COMPANY

| | | |
|--------------------|---------------|---------------|
| JERRE E. BIRDSOING | ST. LOUIS, MO | D |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| R. ALAN KELLEY | ST. LOUIS, MO | D |
| MICHAEL G. MUELLER | ST. LOUIS, MO | D |
| ROBERT K. NEFF | ST. LOUIS, MO | P |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D |

PEORIA MEDICAL RESEARCH CORP.

| | | |
|----------------|---------------|---|
| SCOTT A. CISEL | ST. LOUIS, MO | D |
|----------------|---------------|---|

QST INC.

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |

QST ENERGY INC.

| | | |
|--------------------|---------------|-------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC, S |

QST ENERGY TRADING INC.

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |

QST ENTERPRISES INC.

| | | |
|--------------------|---------------|-------|
| JERRE E. BIRDSONG | ST. LOUIS, MO | T |
| SCOTT A. CISEL | PEORIA, IL | VP |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, P |

ST. LOUIS EQUITY FUND 1988, 1990, 1991, 1992,
1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000,
2001, 2002, 2003, 2004

| | | |
|-------------------|---------------|----|
| JERRE E. BIRDSONG | ST. LOUIS, MO | CM |
|-------------------|---------------|----|

SAVANNAH RESOURCES CORP.

| | | |
|--------------------|---------------|--------|
| WARNER L. BAXTER | ST. LOUIS, MO | D |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, P |
| MARTIN J. LYONS | ST. LOUIS, MO | C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| LEE R. NICKLOY | ST. LOUIS, MO | T |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | GC & S |

SOUTHERN MATERIALS TRANSFER, INC.

| | | |
|-----------------------|----------------|------|
| JEFFREY S. BERKBIGLER | CARBONDALE, IL | S, D |
| JAMES M. HELM | JOPPA, IL | T |
| JOHN S. RENDLEMAN | CARBONDALE, IL | D, P |

UNION ELECTRIC COMPANY

| | | |
|----------------------|---------------|----------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | VP, T |
| MARK C. BIRK | ST. LOUIS, MO | VP |
| SCOTT A. CISEL | PEORIA, IL | VP |
| DANIEL F. COLE | ST. LOUIS, MO | SVP |
| R. ALAN KELLEY | ST. LOUIS, MO | SVP |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| CHARLES D. NASLUND | ST. LOUIS, MO | VP |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, CHM, P, CEO |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |
| THOMAS R. VOSS | ST. LOUIS, MO | D, SVP |
| DENNIS W. WEISENBORN | ST. LOUIS, MO | VP |
| DAVID A. WHITELEY | ST. LOUIS, MO | D, SVP |
| RONALD C. ZDELLAR | ST. LOUIS, MO | VP |

UNION ELECTRIC DEVELOPMENT CORPORATION

| | | |
|--------------------|---------------|---------------|
| WARNER L. BAXTER | ST. LOUIS, MO | D, EVP, CFO |
| JERRE E. BIRDSONG | ST. LOUIS, MO | D, VP, T |
| DANIEL F. COLE | ST. LOUIS, MO | D |
| MARTIN J. LYONS | ST. LOUIS, MO | VP, C |
| GREGORY L. NELSON | ST. LOUIS, MO | VP |
| GARY L. RAINWATER | ST. LOUIS, MO | D, P |
| STEVEN R. SULLIVAN | ST. LOUIS, MO | D, SVP, GC, S |

NOTE: Positions are indicated above by the following symbols:

- C --Controller
- CEO --Chief Executive Officer
- CFO --Chief Financial Officer
- CHM --Chairman
- COO --Chief Operating Officer
- D --Director
- EVP --Executive Vice President
- GC --General Counsel
- M --Manager
- MB --Member
- P --President
- S --Secretary
- SVP --Senior Vice President
- T --Treasurer
- VP --Vice-President
- V-CHM --Vice Chairman

ITEM 6. OFFICERS AND DIRECTORS - PART II.

Financial Connections - The following is a list, as of December 31, 2004, of all officers and directors of each system company who have financial connections within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935.

| Name of Officer or Director | Held in Name and Location of Financial Institution (2) | Position | | Rule |
|-----------------------------|--|-------------------------|--------------------------|------|
| | | Applicable Financial | Exemption Institution | |
| (4) | | (3) | | |

AMEREN CORPORATION

| | | | |
|-----------------------|------------------------------------|----------|------------|
| Richard A. Lumpkin | First Mid-Illinois Bancshares Inc. | Director | Rule 70(a) |
| | First Mid-Illinois Bank & Trust NA | Director | Rule 70(a) |
| Douglas R. Oberhelman | South Side Bank - Peoria, Illinois | Director | Rule 70(a) |

Edgar Filing: AMEREN CORP - Form U5S

Patrick T. Stokes

U.S. Bancorp - Minneapolis,
Minnesota

Director

Rule 70(b)

37

ITEM 6. OFFICERS AND DIRECTORS - PART III.

(a) and (b) Directors' and Executive Officers' Compensation and Security Interests.

Information concerning directors, the chief executive officer and the four other most highly compensated executive officers (as defined by regulations of the Securities and Exchange Commission) of Ameren Corporation system companies is incorporated by reference to "Item 1: Election of Directors", "Security Ownership of Management" and "Executive Compensation" in Ameren Corporation's 2005 definitive proxy statement, a copy of which is on file with the SEC in File No. 001-14756. For Ameren Corporation's proxy statement as well as the information statements of Union Electric Company, Central Illinois Public Service Company and Central Illinois Light Company, as filed with the SEC, refer to Exhibits A.8 through A.11 under Exhibits herein. Also for relevant information, refer to Part III of the 2004 Annual Report on Form 10-K for Illinois Power Company (Exhibit A.7 under Exhibits herein).

(c) Directors' and Executive Officers' Contracts and Transactions with System Companies.

None.

(d) Indebtedness of Directors or Executive Officers to System Companies.

None.

(e) Directors' and Executive Officers' Participation in Bonus and Profit-Sharing Arrangements and Other Benefits.

Information concerning directors, the chief executive officer and the four other most highly compensated executive officers (as defined by regulations of the Securities and Exchange Commission) of Ameren Corporation system companies is incorporated by reference to "Item 1: Election of Directors", "Executive Compensation" and "Arrangements With Named Executive Officers" in Ameren Corporation's 2005 definitive proxy statement, a copy of which is on file with the SEC in File No. 001-14756. For Ameren Corporation's proxy statement as well as the information statements of Union Electric Company, Central Illinois Public Service Company and Central Illinois Light Company, as filed with the SEC, refer to Exhibits A.8 through A.11 under Exhibits herein. Also for relevant information, refer to Part III of the 2004 Annual Report on Form 10-K for Illinois Power Company (Exhibit A.7 under Exhibits herein).

(f) Directors' and Executive Officers' rights to Indemnity.

The state laws under which each of the system companies is incorporated provide broadly for indemnification of directors and officers against claims and liabilities against them in their capacities as such. Each of the system companies' charters or by-laws also provides for indemnification of directors and officers. In addition, directors and executive officers of the

system companies are insured under directors' and officers' liability policies issued by Great American Insurance Company, Associated Electric & Gas Insurance Services Limited, Twin City Fire Insurance Company, Zurich American Insurance Company and Arch Insurance Limited. The policies are for the period March 1, 2005 to February 28, 2006.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

1. Political

Central Illinois Public Service Company, by authorization of its board of directors, matched employee and retiree contributions made to the AmerenCIPS Political Action Committee (PAC) in the amount of \$40,000. The AmerenCIPS PAC is a political action committee established in accordance with the law of the state of Illinois for the sole purpose of supporting state and local political candidates in the state of Illinois. The \$40,000 matching contribution to the AmerenCIPS PAC was made and reported in accordance with Illinois law.

Union Electric Company, by authorization of its board of directors, matched employee contributions made to the AmerenUE PAC in the amount of \$29,338.64. The AmerenUE PAC is a continuing committee established in accordance with the laws of the state of Missouri for the sole purpose of supporting state and local political candidates in the state of Missouri. The \$29,338.64 matching contribution to the AmerenUE PAC was made and reported in accordance with Missouri law.

Illinois Power Company, by authorization of its board of directors, matched employee contributions made to the AmerenIP PAC in the amount of \$11,262. The AmerenIP PAC is a continuing committee established in accordance with the laws of the state of Illinois for the sole purpose of supporting state and local political candidates in the state of Illinois. The \$11,262 matching contribution to the AmerenIP PAC was made and reported in accordance with Illinois law.

2. Citizens Groups

None for Illinois

None for Missouri

Public Relations Counsel

Serafin & Associates, Inc. was retained to advise Union Electric Company on general public relations matters. From the time period January 1, 2004 - December 31, 2004, Union Electric Company made payments to Serafin & Associates in the amount of \$60,000 for their services.

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I. Contracts for services, including engineering or construction services, or goods supplied or sold between System companies are as follows:

Calendar Year 2004

| Nature of Transactions (1) | Company Performing Service (2) | Company Receiving Service (3) | Compensation (4) (in thousands) |
|-------------------------------|--|--|---------------------------------------|
| Equipment Sales | AmerenUE | AmerenCILCO | 12 |
| Equipment Sales | AmerenCIPS | AmerenUE | 6 |
| Equipment Sales | AmerenCILCO | AmerenEnergy Resources Generating Company | 41 |
| Equipment Sales | AmerenCILCO | AmerenUE | 39 |
| Equipment Sales | AmerenEnergy | AmerenUE | 1 |
| Materials and Supplies | Illinois Materials Supply Company | AmerenCILCO | 312 |
| Materials and Supplies | AmerenEnergy Resources Generating Company | Illinois Materials Supply Company | 900 |
| Misc. Services | AmerenCIPS | AmerenEnergy Marketing Company | 941 |
| Misc. Services | AmerenCIPS | Ameren Corporation | 116 |
| Misc. Services | AmerenCIPS | CIPSCO Investment Company | 2 |
| Misc. Services | AmerenCIPS | AmerenCILCO | 420 |
| Misc. Services | AmerenCIPS | AmerenUE | 1,839 |
| Misc. Services | AmerenCIPS | AmerenEnergy Resources Generating Company | 3 |
| Misc. Services | AmerenUE | Ameren Corporation | 79 |
| Misc. Services | AmerenUE | AmerenEnergy | 209 |
| Misc. Services | AmerenUE | AmerenCIPS | 1,533 |
| Misc. Services | AmerenUE | AmerenERC | 7 |
| Misc. Services | AmerenUE | AmerenEnergy Marketing Company | 798 |
| Misc. Services | AmerenUE | AmerenEnergy Resources Generating Company | 4 |
| Misc. Services | AmerenUE | AmerenEnergy Fuels & Services | 628 |
| Misc. Services | AmerenUE | AmerenEnergy Communications, Inc. | 4 |
| Misc. Services | AmerenUE | AmerenCILCO | 1,182 |
| Misc. Services | AmerenEnergy Fuels & Services | AmerenCIPS | 840 |

Edgar Filing: AMEREN CORP - Form U5S

| | | | |
|----------------|--|--|-------|
| Misc. Services | AmerenEnergy Fuels & Services | | |
| Misc. Services | AmerenEnergy Fuels & Services | Ameren Corporation | 318 |
| Misc. Services | AmerenEnergy Fuels & Services | AmerenUE | 4,209 |
| Misc. Services | AmerenEnergy Fuels & Services | AmerenEnergy Resources Generating Company | 845 |
| Misc. Services | AmerenEnergy Fuels & Services | AmerenCILCO | 817 |
| Misc. Services | AmerenEnergy Co. | AmerenEnergy Marketing Company | 1,027 |
| Misc. Services | AmerenEnergy Communications, Inc. | AmerenEnergy Marketing Company | 9 |
| Misc. Services | AmerenEnergy Communications, Inc. | AmerenCIPS | 26 |
| Misc. Services | AmerenEnergy Communications, Inc. | AmerenUE | 139 |
| Misc. Services | AmerenEnergy Communications, Inc. | AmerenCILCO | 1 |
| Misc. Services | AmerenEnergy Marketing Company | AmerenCILCO | 2 |
| Misc. Services | CIPSCO Investment Company | AmerenCIPS | 138 |
| Misc. Services | CIPSCO Investment Company | AmerenEnergy Fuels & Services | 3 |
| Misc. Services | CIPSCO Investment Company | AmerenEnergy Marketing Company | 3 |
| Misc. Services | Ameren Corporation Company | AmerenCILCO | 55 |
| Misc. Services | AmerenCILCO | CILCORP Infra-Services, Inc. | 4 |
| Misc. Services | AmerenCILCO | AmerenERC | 52 |
| Misc. Services | AmerenCILCO | AmerenUE | 215 |
| Misc. Services | AmerenCILCO | AmerenCIPS | 163 |
| Misc. Services | AmerenCILCO | AmerenEnergy Resources Generating Company | 7 |
| Misc. Services | AmerenEnergy Resources Generating Company | AmerenCILCO | 523 |
| Misc. Services | AmerenEnergy Resources Generating Company | AmerenUE | 1 |
| Misc. Services | AmerenIP | AmerenCIPS | 3 |
| Misc. Services | AmerenIP | AmerenEnergy Marketing Company | 33 |

Part II. None.

Part III. None.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Filed confidentially as Appendix B and on Form SE.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

FINANCIAL STATEMENTS

Filed confidentially as Appendix C on Form SE.

NOTES TO FINANCIAL STATEMENTS

Ameren Corporation

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Union Electric Company (AmerenUE)

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Central Illinois Public Service Company (AmerenCIPS)

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Ameren Energy Generating Company (Generating Company)

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

CILCORP Inc.

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Central Illinois Light Company (AmerenCILCO)

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Illinois Power Company

Reference is made to “Notes to Consolidated Financial Statements” contained on pages 96 through 158 in the Ameren combined 2004 Form 10-K, which information is incorporated by reference.

Note: The “Other” column on the consolidating financial statements is comprised of companies with immaterial activity, as well as eliminations.

EXHIBITS

The following exhibits are incorporated by reference to the indicated SEC file number, unless a single asterisk appears next to the exhibit reference. A single asterisk indicates exhibits which are filed herewith.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| A. | ANNUAL REPORTS, PROXY STATEMENT AND INFORMATION STATEMENTS FILED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934 |
| A.1 | 2004 Annual Report on Form 10-K for Ameren Corporation (File No. 1-14756). |
| A.2 | 2004 Annual Report on Form 10-K for Central Illinois Public Service Company (File No. 1-03672). |
| A.3 | 2004 Annual Report on Form 10-K for Union Electric Company (File No. 1-02967). |
| A.4 | 2004 Annual Report on Form 10-K for Ameren Energy Generating Company (File No. 333-56594). |
| A.5 | 2004 Annual Report on Form 10-K for CILCORP Inc. (File No. 2-95569). |
| A.6 | 2004 Annual Report on Form 10-K for Central Illinois Light Company (File No. 1-02732). |
| A.7 | 2004 Annual Report on Form 10-K for Illinois Power Company (File No. 1-03004). |
| A.8 | 2005 Proxy Statement of Ameren Corporation (File No. 1-14756). |
| A.9 | 2005 Information Statement of Union Electric Company (File No. 1-02967). |
| A.10 | 2005 Information Statement of Central Illinois Public Service Company (File No. 1-03672). |

A. ANNUAL REPORTS, PROXY STATEMENT AND INFORMATION
STATEMENTS FILED UNDER THE SECURITIES AND EXCHANGE ACT OF
1934 (Continued)

A.11 2005 Information Statement of Central Illinois Light Company (File
No. 1-02732).

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-
LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION

AMEREN CORPORATION (Ameren) (SEC File No. 1-14756)

B1.1 Agreement and Plan of Merger, dated as of August 11, 1995, by and
among Ameren, CIPSCO Incorporated, Union Electric Company
d/b/a AmerenUE (UE), and Arch Merger Inc. (June 30, 1995 Form
10-Q/A (Amend-ment No. 1), Exhibit 2(a)).

B1.2 Restated Articles of Incorporation of Ameren (File No. 33-64165,
Annex F).

B1.3 Certificate of Amendment to Ameren's Restated Articles of
Incorporation filed with the Secretary of State of the State of
Missouri on December 14, 1998 (1998 Form 10-K, Exhibit 3(i)).

B1.4 By-Laws of Ameren as amended February 13, 2004 (Exhibit 4.3,
File No. 333-112833).

UNION ELECTRIC COMPANY (UE) (SEC File No. 1-2967)

B2.1 Restated Articles of Incorporation of UE, as filed with the Secretary
of State of the State of Missouri (1993 UE Form 10-K, Exhibit 3(i)).

B2.2 By-Laws of UE as amended to August 23, 2001 (September 30,
2001 UE Form 10-Q, Exhibit 3(ii)).

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (CIPS) (SEC File No. 1-3672)

B3.1 Restated Articles of Incorporation of CIPS (March 31, 1994 CIPS
Form 10-Q, Exhibit 3(b)).

B3.2 By-Laws of CIPS as amended effective October 8, 2004 (October
14, 2004 Combined Ameren Companies¹ Form 8-K, Exhibit 3.1).

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION
(Continued)

AMEREN ENERGY GENERATING COMPANY (Genco) (File No. 333-56594)

- B4.1 Articles of Incorporation of Genco, filed March 2, 2000 (incorporated by reference to Exhibit 3.1 to Genco's Registration Statement on Form S-4 (File No. 333-56594)).
- B4.2 Amendment to Articles of Incorporation of Genco, filed April 19, 2000 (incorporated by reference to Exhibit 3.2 to Genco's Registration Statement on Form S-4 (File No. 333-56594)).
- B4.3 By-Laws of Genco as amended January 21, 2003 (Genco 2002 Form 10-K, Exhibit 3.3, File No. 333-56594).

AMEREN ENERGY RESOURCES COMPANY (f/k/a AMEREN INTERMEDIATE HOLDING CO. (RESOURCES COMPANY))

- B5.1 Articles of Incorporation of Resources Company filed September 3, 1999 (1999 U5S, Exhibit B.1).
- B5.2 Articles of Amendment filed March 2, 2000 (1999 U5S, Exhibit B.1).
- B5.3 By-Laws of the Resources Company effective September 15, 1999 (1999 U5S, Exhibit B.1).

MISSOURI CENTRAL RAILROAD COMPANY (RAILROAD COMPANY)

- B6.1 Certificate of Incorporation of Railroad Company filed June 6, 1997 (2000 U5S, Exhibit B.1).
- B6.2 Certificate of Amendment of Railroad Company dated October 19, 1999 (2000 U5S, Exhibit B.1).
- B6.3 Amended and Restated By-Laws of Railroad Company dated September 30, 1999 (2000 U5S, Exhibit B.1).

ENPORION, INC. (ENPORION)

- B7.1 Amended and Restated Certificate of Incorporation of Enporion filed November 6, 2000 (2000 U5S, Exhibit B.2).

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION
(Continued)

B7.2 Amended and Restated By-Laws of Enporion dated November 6, 2000 (2000 U5S, Exhibit B.2).

ILLINOIS MATERIALS SUPPLY CO. (IMS)

B8.1 Articles of Incorporation of IMS filed January 20, 2000 (2000 U5S, Exhibit B.3).

B8.2 By-Laws of IMS dated January 20, 2000 (2000 U5S, Exhibit B.3).

AMEREN ENERGY MARKETING COMPANY (MARKETING COMPANY)

B9.1 Articles of Incorporation of Marketing Company filed March 2, 2000 (2000 U5S, Exhibit B.4).

B9.2 By-Laws of Marketing Company dated March 2, 2000 (2000 U5S, Exhibit B.4).

AMEREN ENERGY DEVELOPMENT COMPANY (DEVELOPMENT COMPANY)

B10.1 Articles of Incorporation of Development Company filed March 27, 2000 (2000 U5S, Exhibit B.5).

B10.2 Articles of Amendment of Development Company filed April 19, 2000 (2000 U5S, Exhibit B.5).

B10.3 Amended By-Laws of Development Company dated March 27, 2000 (2000 U5S, Exhibit B.5).

AMEREN ENERGY FUELS AND SERVICES COMPANY (AFS)

B12.1 Articles of Incorporation of AFS filed September 18, 2000 (2000 U5S, Exhibit B.7).

B12.2 By-Laws of AFS dated September 18, 2000 (2000 U5S, Exhibit B.7).

COWBOY RAILROAD DEVELOPMENT COMPANY, LLC (COWBOY)

B13.1 Articles of Organization of Cowboy filed February 15, 2002 (2002 U5S, Exhibit B13.1).

B13.2 Operating Agreement of Cowboy (2002 U5S, Exhibit B13.2).

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION
(Continued)

AFS DEVELOPMENT COMPANY, LLC (AFSD)

B14.1 Articles of Organization of AFSD filed September 6, 2002 (2002 U5S, Exhibit B14.1).

B14.2 Operating Agreement of AFSD (2002 U5S, Exhibit B14.2).

CILCORP INC. (CILCORP) (SEC File No. 2-95569)

B15.1 Articles of Incorporation of CILCORP as amended November 15, 1999 (CILCORP 1999 Form 10-K, Exhibit 3, File No. 1-8946).

B15.2 By-Laws of CILCORP as amended May 20, 2003 (June 30, 2003 CILCORP Form 10-K, Exhibit 3.1, File No. 2-95569).

CENTRAL ILLINOIS LIGHT COMPANY (CILCO) (SEC File No. 1-2732)

B16.1 Articles of Incorporation of CILCO as amended April 28, 1998 (CILCO Form 10-K, Exhibit 3, File No. 1-8946).

B16.2 By-Laws of CILCO as amended May 20, 2003, (June 30, 2003 CILCORP Form 10-Q, Exhibit 3.2, File No. 1-2732).

B16.3 By-Laws of CILCO as amended October 8, 2004 (October 14, 2004 Combined Ameren Companies¹ Form 8-K, Exhibit 3.2).

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION (Continued)

CLM XII, INC.

B17.1 Articles of Incorporation of CLM XII, Inc. filed November 21, 2003 (2003 U5S, Exhibit 17.1).

B17.2 By-Laws of CLM XII, Inc. (2003 U5S, Exhibit 17.2).

COFFEEN AND WESTERN RAILROAD COMPANY (Coffeen)

B18.1 Articles of Incorporation of Coffeen filed on February 11, 2004.(filed herewith on Form SE)

B18.2 By-Laws of Coffeen (filed herewith on Form SE)

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION
(Continued)

ILLINOIS POWER COMPANY (IP) (SEC File No. 1-3004)

- B19.1 Amended and Restated Articles of Incorporation of IP, dated September 7, 1994, (September 7, 1994, IP Form 8-K, Exhibit 3(a), File No. 1-3004.
- B19.2 Bylaws of IP as amended October 8, 2004, (October 14, 2004, Combined Ameren Companies and IP Form 8-K, Exhibit 3.3, File No. 1-3004.

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES

AMEREN CORPORATION (AMEREN) (SEC File No. 1-14756)

- C1.1 Agreement, dated as of October 9, 1998, between Ameren and EquiServe Trust Company, N.A. (as successor to First Chicago Trust Company of New York), as Rights Agent, which includes the form of Certificate of Designation of the Preferred Shares as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C (October 14, 1998 Ameren Form 8-K, Exhibit 4).
- C1.2 Indenture of Ameren with The Bank of New York, as Trustee, relating to senior debt securities dated as of December 1, 2001 (Ameren's Senior Indenture) (File No. 333-81774, Exhibit 4.5).
- C1.3 Company order relating to \$100,000,000 5.70% Notes due February 1, 2007 issued under Ameren's Senior Indenture (including the forms of notes) (File No. 333-81774, Exhibit 4.7).
- C1.4 Company order relating to \$345,000,000 Notes due May 15, 2007 issued under Ameren's Senior Indenture (including the forms of notes and certificate of normal unit) (File No. 333-81774, Exhibit 4.8).
- C1.5 Purchase Contract Agreement dated as of March 1, 2002 between Ameren and The Bank of New York, as purchase contract agent, relating to the 13,800,000 9.75% Adjustable Conversion-Rate Equity Security Units (Equity Security Units) (File No. 333-81774, Exhibit 4.15).
- C1.6 Pledge Agreement dated as of March 1, 2002 among Ameren, The Bank of New York, as purchase contract agent and BNY Trust Company of Missouri, as collateral agent, custodial agent and securities intermediary, relating to the Equity Security Units (File No. 333-81774, Exhibit 4.16).

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES (Continued)

UNION ELECTRIC COMPANY (UE) (SEC File No. 1-2967)

- C2.1 Order of the Securities and Exchange Commission dated October 16, 1945 in File No. 70-1154 permitting the issue of Preferred Stock, \$3.70 Series (File No. 2-27474, Exhibit 3-E).
- C2.2 Order of the Securities and Exchange Commission dated April 30, 1946 in File No. 70-1259 permitting the issue of Preferred Stock, \$3.50 Series (File No. 2-27474, Exhibit 3-F).
- C2.3 Order of the Securities and Exchange Commission dated October 20, 1949 in File No. 70-2227 permitting the issue of Preferred Stock, \$4.00 Series (File No. 2-27474, Exhibit 3-G).
- C2.4 Indenture of Mortgage and Deed of Trust of UE dated June 15, 1937 (UE Mortgage), as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941 (File No. 2-4940, Exhibit B-1).
- C2.5 Supplemental Indentures to UE Mortgage

| Dated as of | File Reference | Exhibit No. |
|--------------------|-------------------------|--------------------|
| April 1, 1971 | Form 8-K, April 1971 | 6 |
| February 1, 1974 | Form 8-K, February 1974 | 3 |
| July 7, 1980 | 2-69821 | 4.6 |
| December 1, 1991 | 33-45008 | 4.4 |
| December 4, 1991 | 33-45008 | 4.5 |
| January 1, 1992 | Form 10-K, 1991 | 4.6 |
| October 1, 1992 | Form 10-K, 1992 | 4.6 |
| December 1, 1992 | Form 10-K, 1992 | 4.7 |
| February 1, 1993 | Form 10-K, 1992 | 4.8 |
| May 1, 1993 | Form 10-K, 1993 | 4.6 |
| August 1, 1993 | Form 10-K, 1993 | 4.7 |
| October 1, 1993 | Form 10-K, 1993 | 4.8 |

January 1, Form 4.9
1994 10-K, 1993
February Form 4.1
1, 2000 10-K, 2000
August Form 8-K, 4.3
15, 2002 August 22,
2002
March 5, Form 8-K, 4.4
2003 March 10,
2003
April 1, Form 8-K, 4.4
2003 April 9,
2003
July 15, Form 8-K, 4.4
2003 July 28,
2003
October 1, Form 8-K, 4.4
2003 October 1,
2003
February Form 10Q, 4.1 -
1, 2004 March 31, 4.8
2004
May 1, Form 8-K, 4.4
2004 May 18,
2004
September Form 8-K, 4.4
1, 2004 September
23, 2004
January 1, Form 8-K, 4.4
2005 January 27,
2005

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING
INDENTURES (Continued)

- C2.7 Loan Agreement dated as of December 1, 1991 between the Missouri Environmental Authority and UE, together with Indenture of Trust dated as of December 1, 1991 between The Missouri Environmental Authority and UMB (1992 UE Form 10-K, Exhibit 4.37). Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N. A.
- C2.8 First Amendment dated as of February 1, 2004, to Loan Agreement dated as of December 1, 1991, between the Missouri Environmental Authority and UE (March 31, 2004 Form 10-Q Combined Ameren Companies, Exhibit 4.9).
- C2.9 Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and UE, together with Indenture of Trust dated as of December 1, 1992 between The Missouri Environmental Authority and UMB (1992 UE Form 10-K, Exhibit 4.38). Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N. A.
- C2.10 First Amendment dated as of February 1, 2004, to Loan Agreement dated as of December 1, 1992 between the Missouri Environmental Authority and UE (March 31, 2004 Form 10-Q Combined Ameren Companies, Exhibit 4.10).
- C2.11 Series 1998A Loan Agreement dated as of September 1, 1998 between the Missouri Environmental Authority and UE (September 30, 1998 UE Form 10-Q, Exhibit 4.28).
- C2.12 First Amendment dated as of February 1, 2004, to Series 1998A Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and UE (March 31, 2004, Form 10-Q Combined Ameren Companies, Exhibit 4.11).
- C2.13 Series 1998B Loan Agreement dated as of September 1, 1998 between the Missouri Environmental Authority and UE (September 30, 1998 UE Form 10-Q, Exhibit 4.29).
- C2.14 First Amendment dated as of February 1, 2004, to Series 1998B Loan Agreement dated as of September 1, 1998 between the Missouri Environmental Authority and UE (March 31, 2004 Form 10-Q Combined Ameren Companies, Exhibit 4.12).
- C2.15 Series 1998C Loan Agreement dated as of September 1, 1998 between the Missouri Environmental Authority and UE (September 30, 1998 UE Form 10-Q, Exhibit 4.30).

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING
INDENTURES (Continued)

- C2.16 First Amendment dated as of February 1, 2004, to Series 1998C Loan Agreement dated as of September 1, 1998 between the Missouri Environmental Authority and UE (March 31, 2004 Form 10-Q Combined Ameren Companies, Exhibit 4.13).
- C2.17 Indenture dated as of August 15, 2002, from UE to The Bank of New York, as Trustee, relating to senior secured debt securities (including the forms of senior secured debt securities as exhibits) (August 22, 2002 Form 8-K, Exhibit 4.1).
- C2.18 UE Company Order dated August 22, 2002 establishing the 5.25% Senior Secured Notes due 2012 (August 22, 2002 Form 8-K, Exhibit 4.2).
- C2.19 UE Company Order dated March 10, 2003, establishing the 5.50% Senior Secured Notes due 2034 (March 10, 2003 Form 8-K, Exhibit 4.2)
- C2.20 UE Company Order dated April 9, 2003, establishing the 4.75% Senior Secured Notes due 2015 (April 9, 2003, Form 8-K, Exhibit 4.2).
- C2.21 UE Company Order dated July 28, 2003, establishing the 5.10% Senior Secured Notes due 2018. (July 28, 2003, Form 8-K, Exhibit 4.2)
- C2.22 UE Company Order dated October 7, 2003, establishing the 4.65% Senior Secured Notes due 2013 (October 7, 2003, Form 8-K, Exhibit 4.2)
- C2.23 UE Company Order dated May 13, 2004, establishing the 5.50% Senior Secured Notes due 2014 (October 7, 2003, Form 8-K, Exhibit 4.2)
- C2.24 UE Company Order dated September 1, 2004, establishing the 5.10% Senior Secured Notes due 2019 (September 23, 2004 Combined Ameren Companies Form 8-K, Exhibit 4.2)
- C2.25 UE Company Order dated January 27, 2005, establishing the 5.00% Senior Secured Notes due 2020 (January 27, 2005, Ameren and UE Form 8-K, File No. 1-14756 and 1-2967, Exhibit 4.2).

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (CIPS) (SEC File No. 1-3672)

- C3.1 Indenture of Mortgage or Deed of Trust dated October 1, 1941, from CIPS to Continental Illinois National Bank and Trust Company of Chicago and Edmond B. Stofft, as Trustees (U.S. Bank Trust

National Association and Patrick J. Crowley are successor Trustees)
(CIPS Mortgage) (Exhibit 2.01 in File No. 2-60232).

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES (Continued)

C3.2 Supplemental Indentures to the CIPS Mortgage.

| Dated as of | File Reference | Exhibit No. |
|--------------------|-----------------------|---------------------|
| September 1, 1947 | 2-7341 | Amended 7(b) |
| January 1, 1949 | 2-7795 | Second Amended 7.03 |
| February 1, 1952 | 2-9353 | Second Amended 4.07 |
| September 1, 1952 | 2-9802 | Amended 4.05 |
| June 1, 1954 | 2-10944 | Amended 4.02 |
| February 1, 1958 | 2-13866 | Amended 2.02 |
| January 1, 1959 | 2-14656 | Amended 2.02 |
| May 1, 1963 | 2-21345 | Amended 2.02 |
| May 1, 1964 | 2-22326 | Amended 2.02 |
| June 1, 1965 | 2-23569 | Amended 2.02 |
| May 1, 1967 | 2-26284 | Amended 2.02 |
| April 1, 1970 | 2-36388 | Amended 2.02 |
| April 1, 1971 | 2-39587 | Amended 2.02 |
| September 1, 1971 | 2-41468 | Amended 2.02 |
| May 1, 1972 | 2-43912 | Amended 2.02 |
| December 1, 1973 | 2-60232 | 2.03 |
| March 1, 1974 | 2-50146 | Amended 2.02 |
| April 1, 1975 | 2-52886 | Amended 2.02 |
| October 1, 1976 | 2-57141 | Second Amended 2.04 |
| | 2-57557 | |

Edgar Filing: AMEREN CORP - Form U5S

| | | |
|--------------------|-----------|---------|
| November | | Amended |
| 1, 1976 | | 2.04 |
| October 1,2-62564 | | Amended |
| 1978 | | 2.06 |
| August 1, 2-65914 | | 2.02(a) |
| 1979 | | |
| February 2-66380 | | 2.02(a) |
| 1, 1980 | | |
| February 33-3188 | | Amended |
| 1, 1986 | | 4.02 |
| May 15, 1992 | Form 8-K, | 4.02 |
| | May 15, | |
| | 1992 | |
| July 1, 1992 | Form 8-K, | 4.02 |
| | July 1, | |
| | 1992 | |
| September 15, 1992 | Form 8-K, | 4.02 |
| | September | |
| | 15, 1992 | |
| April 1, 1993 | Form 8-K, | 4.02 |
| | March 30, | |
| | 1993 | |
| June 1, 1995 | Form 8-K, | 4.03 |
| | June 1, | |
| | 1995 | |
| March 15, 1997 | Form 8-K, | 4.03 |
| | March 15, | |
| | 1997 | |

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES (Continued)

June 1, Form 8-K, 4.03
 1997 June 1,
 1997
 December 333-59438 4.2
 1, 1998
 June 1, CIPS Form 4.1
 2001 10-Q, June
 2001
 October 2004 4.91
 1, 2004 Combined
 Ameren
 Companies
 10-K

C3.3 Indenture dated as of December 1, 1998 from CIPS to The Bank of New York relating to Senior Notes, 5.375% due 2008 and 6.125% due 2028 (Exhibit 4.4, in File No. 333-59438).

AMEREN ENERGY GENERATING COMPANY (Genco) (SEC File No. 333-56594)

C4.1 Indenture, dated as of November 1, 2000, between Genco and The Bank of New York, as Trustee, relating to issuance of senior notes (Genco Indenture) (Exhibit 4.1, File No. 333-56594).

C4.2 First Supplemental Indenture, dated as of November 1, 2000, to the Genco Indenture, relating to Genco's 7.75% Senior Notes, Series A due 2005 and 8.35% Senior Notes, Series B due 2010 (Exhibit 4.2, File No. 333-56594).

C4.3 Second Supplemental Indenture, dated June 12, 2001, to the Genco Indenture, relating to Genco's 7.75% Senior Notes, Series C due 2005 and 8.35% Senior Notes, Series D due 2010 (including as exhibit the form of Exchange Note)(Exhibit 4.3, File No. 333-56594).

C4.4 Third Supplemental Indenture, dated June 1, 2002, to the Genco Indenture, relating to Genco's 7.95% Senior Notes, Series E due 2032 (including as exhibit the form of Exchange Note)(June 30, 2002, GenCorp Form 10-Q, Exhibit 4.1, File No. 333-56594).

C4.5 Fourth Supplemental Indenture, dated January 15, 2003, to the Genco Indenture, relating to Genco's 7.95% Senior Notes, Series F due 2032 (including as exhibit the form of Exchange Note)(2002 Genco Form 10-K, Exhibit 4.5, File No. 333-56594).

CILCORP INC. (CILCORP) (SEC File No. 2-95569)

C5.1

Indenture, dated as of October 18, 1999, between Midwest Energy, Inc. and The Bank of New York, as Trustee, and First Supplemental Indenture, dated as of October 18, 1999, between CILCORP and The Bank of New York (Filed as Exhibit 4.1 and 4.2, File No. 333-90373).

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING
INDENTURES (Continued)

CENTRAL ILLINOIS LIGHT COMPANY (CILCO) (SEC File No. 1-2732)

C6.1 Indenture of Mortgage and Deed of Trust between Illinois Power Company and Bankers Trust Company, as Trustee, dated as of April 1, 1933 (CILCO Mortgage), Supplemental Indenture between CILCO and Bankers Trust Company, as Trustee, dated as of July 1, 1933 and Supplemental Indenture between the same parties dated as of January 1, 1935, securing first mortgage bonds (Designated in Registration No. 2-1937 as Exhibit B-1, in Registration No. 2-2093 as Exhibit B-1(a), in Form 8-K for April 1940.

C6.2 Supplemental Indentures to CILCO Mortgage

| Dated as of | File Reference | Exhibit No. |
|--------------------|-----------------------|--------------------|
|--------------------|-----------------------|--------------------|

| | | |
|--------------------|----------|--------------|
| December 1, 1949 | Form 8-K | Exhibit A |
| December 1, 1951 | Form 8-K | Exhibit A |
| July 1, 1957 | Form 8-K | Exhibit A |
| July 1, 1958 | Form 8-K | Exhibit A |
| March 1, 1960 | Form 8-K | Exhibit A |
| September 20, 1961 | Form 8-K | Exhibit A |
| March 1, 1963 | Form 8-K | Exhibit A |
| February 1, 1966 | Form 8-K | Exhibit A |
| March 1, 1967 | Form 8-K | Exhibit A |
| August 1, 1970 | Form 8-K | Exhibit A |
| September 1, 1971 | Form 8-K | Exhibit A |
| September 20, 1972 | Form 8-K | Exhibit A |
| April 1, 1974 | Form 8-K | Exhibit A |
| June 1, 1974 | Form 8-K | Exhibit 2(b) |
| March 1, 1975 | Form 8-K | Exhibit A |
| | Form 8-K | |

Edgar Filing: AMEREN CORP - Form U5S

| | |
|-------------------------------|--|
| May 1, 1976 | Exhibit A |
| May 16, Form 8-K 1978 | Exhibit A |
| September Form 8-K 1, 1982 | Exhibit 2 |
| January Form 8-K 15, 1992 | Exhibit (4)(b) |
| January 1, Form 8-K 1993 | Exhibit (4) |
| November Form 8-K 1, 1994 | Exhibit 4 |
| October 1, 2004 2004 | Exhibit 4.121 |
| | Combined Ameren Companies' 10-K |

C. INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING
 INDENTURES (Continued)
 ILLINOIS POWER COMPANY (IP) (SEC File No. 1-03004)

C7.1 General Mortgage Indenture and Deed of Trust dated as of November 1, 1992 (IP Mortgage) (IP 1992 Form 10-K, Exhibit 4(cc), File No. 1-3004).

C7.2 Supplemental Indentures to IP Mortgage.

| Dated as of | File Reference | Exhibit No. |
|--------------------|----------------------------|--------------------|
| March 15, 1993 | 1992 Form 10-K | Exhibit 4(ii) |
| July 15, 1993 | June 30, 1993 Form 10-Q | Exhibit 4(kk) |
| August 1, 1993 | June 30, 1993 Form 10-Q | Exhibit 4(mm) |
| April 1, 1997 | March 31, 1997 Form 10-Q | Exhibit 4(b) |
| March 1, 1998 | 333-71061 | Exhibit 4.41 |
| March 1, 1998 | 333-71061 | Exhibit 4.42 |
| September 15, 1998 | 333-71061 | Exhibit 4.46 |
| June 15, 1999 | June 30, 1999 Form 10-Q | Exhibit 4.2 |
| July 15, 1999 | June 30, 1999 Form 10-Q | Exhibit 4.4 |
| July 15, 1999 | June 30, 1999 Form 10-Q | Exhibit 4.6 |
| May 1, 2001 | 2001 Form 10-K | Exhibit 4.19 |
| May 1, 2001 | 2001 Form 10-K | Exhibit 4.20 |
| December 15, 2002 | December 23, 2002 Form 8-K | Exhibit 4.1 |

¹ The file number references for the Combined Ameren Companies' filings with the SEC are: Ameren, 1-14756, UE, 1-2967, CIPS, 1-3672, Genco, 333-56594, CILCORP, 2-95569 and CILCO, 1-2732.

***D. AGREEMENT ALLOCATING CONSOLIDATED INCOME TAX LIABILITY
BY AMEREN CORPORATION AND SUBSIDIARIES (filed herewith on Form SE).**

56

***F. SCHEDULES SUPPORTING ITEMS OF THE REPORT**

F-1 The opinion of the independent accountants as to the consolidated financial statements and the footnotes are included in Exhibit A.1, which is incorporated by reference.

F-2 Supporting plant, depreciation and reserve schedules for Union Electric Company from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others, FERC Form No. 2 - Annual Report of Natural Gas Companies, and Form 21 ILCC - Annual Report of Electric Utilities Licensees and/or Natural Gas Utilities as follows:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (Electric & Gas)

Nuclear Fuel Materials

Electric Plant in Service

Gas Plant in Service

Electric Plant Held for Future Use

Construction Work in Progress - Electric

Construction Work in Progress - Gas

Accumulated Provision for Depreciation of Electric Utility Plant

Accumulated Provision for Depreciation of Gas Utility Plant

Gas Stored

Non-utility Property

Accumulated Provision for Depreciation and Amortization of Non-utility Property

Depreciation and Amortization of Electric Plant

Depreciation, Depletion and Amortization of Gas Plant

F-3 Supporting plant, depreciation and reserve schedules for Central Illinois Public Service Company from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others and Form 21 ILCC - Annual Report of Electric Utilities Licensees and/or Natural Gas Utilities as follows:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (Electric & Gas)

Electric Plant in Service

Gas Plant in Service

Manufactured Gas Production Plant

Electric Plant Held for Future Use

Gas Plant Held for Future Use

Construction Work in Progress - Electric

Construction Work in Progress - Gas

Accumulated Provision for Depreciation of Electric Utility Plant

Accumulated Provision for Depreciation of Gas Utility Plant

Gas Stored

Non-utility Property

Accumulated Provision for Depreciation and Amortization of Non-utility Property

Depreciation and Amortization of Electric Plant

Depreciation, Depletion and Amortization of Gas Plant

F-4 Supporting plant, depreciation and reserve schedules for Ameren Energy Generating Company from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others as follows:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (Electric & Gas)

Electric Plant in Service

Construction Work in Progress - Electric

Accumulated Provision for Depreciation of Electric Utility Plant

Depreciation and Amortization of Electric Plant

Edgar Filing: AMEREN CORP - Form U5S

F-5 Supporting plant, depreciation and reserve schedules for Central Illinois Light Company from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others and Form 21 ILCC - Annual Report of Electric Utilities Licensees and/or Natural Gas Utilities as follows:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (Electric & Gas)

Electric Plant in Service

Gas Plant in Service

Electric Plant Held for Future Use

Construction Work in Progress - Electric

Construction Work in Progress - Gas

Accumulated Provision for Depreciation of Electric Utility Plant

Accumulated Provision for Depreciation of Gas Utility Plant

Gas Stored

Non-utility Property

Accumulated Provision for Depreciation and Amortization of Non-utility Property

Depreciation and Amortization of Electric Plant

Depreciation, Depletion and Amortization of Gas Plant

F-6 Supporting plant, depreciation and reserve schedules for Illinois Power Company from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others and Form 21 ILCC - Annual Report of Electric Utilities Licensees and/or Natural Gas Utilities as follows:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (Electric & Gas)

Electric Plant in Service

Gas Plant in Service

Electric Plant Held for Future Use

Gas Plant Held for Future Use

Construction Work in Progress - Electric

Construction Work in Progress - Gas

Accumulated Provision for Depreciation of Electric Utility Plant

Accumulated Provision for Depreciation of Gas Utility Plant

Gas Stored

Non-utility Property

Accumulated Provision for Depreciation and Amortization of Non-utility Property

Depreciation and Amortization of Electric Plant

Depreciation, Depletion and Amortization of Gas Plant

G. ORGANIZATIONAL CHART SHOWING THE RELATIONSHIP OF EACH EWG IN WHICH THE SYSTEM HOLDS AN INTEREST TO OTHER SYSTEM COMPANIES (filed herewith on Form SE).

H. FINANCIAL STATEMENTS FOR EACH EWG OF THE REGISTERED HOLDING COMPANY

H.1 Audited Financial Statements for AmerenEnergy Generating Company (File No. 333-56594, Form S-4, filed under the Securities and Exchange Act of 1933)

*H.2 Audited Consolidated Financial Statements for Electric Energy, Inc. and Subsidiaries (filed confidentially on Form SE)

*H.3 Unaudited Consolidated Financial Statements for AmerenEnergy Development Company (filed confidentially on Form SE)

*H.4 Unaudited Financial Statements for Midwest Electric Power, Inc. (filed confidentially on Form SE)

*H.5 Unaudited Financial Statements for AmerenEnergy Medina Valley Cogen LLC (filed confidentially on Form SE)

SIGNATURE

Ameren Corporation, a registered holding company, has duly caused this annual report for the year ended December 31, 2004 to be signed on its behalf by the undersigned thereto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

AMEREN CORPORATION

By: /s/ Martin J. Lyons
Martin J. Lyons
Vice President and Controller

April 29, 2005