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AMEREN CORP
Form U5S
May 01, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2000

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

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

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.

Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val ---
Ameren Corporation			3,196,670,835	3,1
Union Electric Co.	102,123,834		2,501,576,484	2,5

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Envirotech Investment Fund, L.L.C.		(1)
Electric Energy, Inc.	24,800	8,834,467
Joppa & Eastern Railroad Company(1)	10,000	100,000
Met-South, Inc.(2)	100	5,000
Midwest Electric Power, Inc.(3)	1,000	100,000
Southern Materials Transfer, Inc.(4)	10,000	10,000
Massac Enterprises, LLC(5)		(2)
Union Electric Development Corp.	18,500	(20,734,976)
Civic Ventures Investment Fund, LP		(3)
Lewis & Clark Industrial Development Corporation		(4)
Laclede's Landing Redevelopment Corp.		(5)

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.
(Continued)

Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val ---
Gateway National Bank			(6)	
NEMO Bank Community Development Corporation			(7)	
St. Louis Equity Fund 1988			(8)	
St. Louis Equity Fund 1990			(8)	
St. Louis Equity Fund 1991			(8)	

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St. Louis Equity Fund 1992	(8)
St. Louis Equity Fund 1993	(8)
St. Louis Equity Fund 1994	(8)
St. Louis Equity Fund 1995	(8)
St. Louis Equity Fund 1996	(8)
St. Louis Equity Fund 1997	(8)
St. Louis Equity Fund 1998	(8)

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Number of Name of Company -----	Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val ---
St. Louis Equity Fund 1999			(8)	
St. Louis Equity Fund 2000 (6)			(8)	
St. Louis Equity Fund 2001 (7)			(8)	
Homestead Brookfield Housing			(9)	
Central Illinois Public Service Company	25,452,373		537,187,535	5
Electric Energy, Inc.	12,400		8,834,467	
Joppa & Eastern Railroad Company	10,000		100,000	
Met-South, Inc.	100		5,000	
Midwest Electric Power, Inc.	1,000		100,000	
Southern Materials Transfer, Inc.	10,000		10,000	
Massac Enterprises, LLC			(2)	

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CIPS Energy, Inc.	100	1,000
CIPSCO Investment Company	100	41,636,383
Illinois Equity Fund 1992	(10)	
Illinois Equity Fund 1994	(10)	

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Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val -----
Illinois Equity Fund 1996		(10)		
Illinois Equity Fund 1998		(10)		
Illinois Equity Fund 1999		(10)		
Illinois Equity Fund 2000(8)		(10)		
St. Louis Equity Fund 1999		(10)		
St. Louis Equity Fund 2001(9)		(10)		
CIPSCO Venture Company	100		962,125	
Effingham Development Building II, LLC		(11)		
Mattoon Enterprise Park LLC		(12)		
MACC, LLC		(13)		
CIPSCO Leasing Company	100	(14)	29,611,421	
CLC Aircraft Leasing Co.	100	(15)		
CLC Leasing Co. A	100	(16)		
CLC Leasing Co. B	100	(17)		
CLC Leasing Co. C	100	(18)		
CIPSCO Energy Company	100		5,404,081	
Massac Energy LLC(10)				(19)

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Number of

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Name of Company -----	Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val -----
CEC-APL-G Co.	100	(19)		
CEC-APL-L Co.	100	(19)		
CEC-PGE L.P.			(20)	
CEC-PGE-G Co.	100	(20)		
CEC-PGE-L Co.	100	(20)		
CEC-PSPL L.P.			(21)	
CEC-PSPL-G Co.	100	(21)		
CEC-PSPL-L Co.	100	(21)		
CEC-MPS L.P.			(22)	
CEC-MPS-G Co.	100	(22)		
CEC-MPS-L Co.	100	(22)		
CEC-ACE L.P.			(23)	
CEC-ACE-G Co.	100	(23)		
CEC-ACE-L Co.	100	(23)		
CEC-ACLP-Co.	100	(24)		
Ameren Energy, Inc.	1		(7,518,731)	
Ameren Services Co.	1,000		16,231,478	

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Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----	Issuer Book Value -----	Own Boo Val -----
Ameren Development Company	1,000		(1,353,753)	
Ameren ERC, Inc.	1,000		(4,515,000)	
Missouri Central Railroad(11)	95,000		(7,711,262)	
Gateway Energy Systems, L.C. and affiliates			(25)	
Ameren Energy Communications, Inc.	1,000		(12,662,705)	

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Enporion Inc. (12)		(26)
Ameren Energy Resources Company	1,000	43,748,529
Illinois Materials Supply Co. (13)	1,000	(137,954)
Ameren Energy Marketing Co. (14)	1,000	3,058,347
Ameren Energy Development Co. (15)	1,000	44,036,750
Ameren Energy Generating Co. (16)	1,000	43,809,790
Ameren Energy Fuels and Services Company (17)	1,000	(89,542)

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.
(Continued)

NOTES RELATING TO VOTING POWER AND BOOK VALUE

Union Electric Company

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

Capital investments in energy-related businesses with Company contributions amounting to \$1,920,000 as of 12/31/00.

Electric Energy, Inc.

(2) Massac Enterprises, LLC

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

Union Electric Development Corporation

(3) Civic Ventures Investment Fund, LP

Investment fund to promote growth and development of small and minority business enterprises with Company contributions amounting to \$141,546 as of 12/31/00.

(4) Lewis and Clark Industrial Development Corporation

Capital contribution in civic development as of 12/31/00 of \$5,000.

(5) Laclede's Landing Redevelopment Corporation

Capital contribution in civic development as of 12/31/00 of \$10,000.

(6) Gateway National Bank

Capital contribution in civic development as of 12/31/00 of \$49,190.

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- (7) NEMO Bank Community Development Corporation
Capital contribution in civic development as of 12/31/00 of \$1,000.
- (8) St. Louis Equity Funds - 1988, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000 and 2001. Real estate investment funds, with the Company's total contributions as of 12/31/00 of \$6,060,601. Includes purchase of tax credits from Mercantile Community Development Corporation and Federal National Mortgage Association along with a subscription commitment as noted in Footnote 7, Page 10. No established market value. Housing Missouri Funds 1996, 1997 and 1998 have been merged into St. Louis Equity Funds - 1996, 1997 and 1998.
- (9) Homestead Brookfield Housing
Capital contribution for economic development amounting to \$1,500 as of 12/31/00.

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CIPSCO Investment Company

- (10) Illinois Equity Funds - 1992, 1994, 1996, 1998, 1999 and 2000 Limited Partnerships and St. Louis Equity Funds 1999 LLC and 2001 LLC Various ownership interests of not more than 20% in various limited partnerships. Total commitment to equity funds of \$5.0 million. No established market value, book value is \$4,276,972. Includes purchase of tax credits from Mercantile Community Development Corporation and subscription commitment for 2001 LLC as noted in Footnote 9, Page 10.

CIPSCO Venture Company holdings:

Total equity interest in the investments listed below is \$962,125:

- (11) Effingham Development Building II LLC
A 40% equity interest, but not the managing member, in the above named limited liability company. No established market value.
- (12) Mattoon Enterprise Park, LLC
A 20% equity interest, but not the managing member, in the above named limited liability company. No established market value.
- (13) MACC, LLC
A 33.33% interest, but not the managing member, in the above named limited liability company. No established market value.

CIPSCO Leasing Company

Total current asset book value of investments listed below is \$29,611,421:

- (14) 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.
- (15) A 100% interest in a leveraged lease financing of a commercial aircraft

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held under the subsidiary name CIPSCO Aircraft Leasing Company.

- (16) 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.
- (17) Assets sold in 2000, partnership has no market or book value.
- (18) CLC Leasing Company C established for future investment opportunities; no current investments.

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CIPSCO Energy Company

Total current asset book value of investments listed below is \$5,404,081:

- (19) Massac Energy LLC
Restructured CEC-APL, LP into Massac Energy LLC. Turbine assets were sold in 2000. Remaining book value is related to ongoing expenses associated with an arbitration proceeding.
- (20) CEC-PGE, LP
Asset was sold in 1999 and currently the partnership has no market or book value.
- (21) CEC-PSPL, LP
Asset was sold in 2000; partnership has no market or book value.
- (22) CEC-MPS, LP
Asset was sold in 2000; partnership has no market or book value.
- (23) CEC-ACE, LP
Asset was sold in 1999; partnership has no market or book value.
- (24) 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. No established market value.

Ameren ERC, Inc.

- (25) Gateway Energy Systems, LLC and affiliates
A 49% interest in the above named Limited Liability Company amounting to \$2,600,847.98 as of 12/31/00.

Ameren Energy Communications, Inc.

- (26) Enporion Inc.
Ameren was one of seven founding members of the above named e-commerce company with a \$3,000,000 investment as of 12/31/00.

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FOOTNOTES

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ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

- A. Ameren Corporation - Sale between System companies
1. Reference is made to Item 9, "Wholesale Generators and Foreign Utility Companies" for a description of a transaction to transfer the generating assets and liabilities of System company, Central Illinois Public Service Company, to another System company, AmerenEnergy Generating Company, an exempt wholesale generator.

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

- A. Central Illinois Public Service Company - Debt Issuance
1. Entered into a Loan Agreement with the Illinois Development Finance Authority for the issuance of Pollution Control Revenue Refunding Bonds in one series: \$51.1 million Series 2000A, variable interest rate, due March 1, 2014. The bonds were issued on March 9, 2000 (exempt under Rule 52).
- B. Union Electric Company - Debt Issuance
1. Entered into a Loan Agreement with the State Environmental Improvement and Energy Resources Authority of the State of Missouri for the issuance of Environmental Improvement Revenue Refunding Bonds in three series: \$63.5 million Series 2000A, \$63.0 million Series 2000B and \$60.0 million Series 2000C, all variable interest rate, all due March 1, 2035. The bonds were issued on March 9, 2000 (exempt under Rule 52).
- C. Ameren Energy Generating Company - Debt Issuance
1. Issuance of \$225 million unsecured Senior Notes, 7.75% Series A, due November 1, 2005. Issued on November 1, 2000 (exempt under Rule 32).
 2. Issuance of \$200 million unsecured Senior Notes, 8.35% Series B, due November 1, 2010. Issued on November 1, 2000 (exempt under Rule 32).
- D. Electric Energy, Inc. - Debt Issuance
1. Issuance of \$40 million of indebtedness under an unsecured bank term loan, variable interest rate, due 2004. Issued June 15, 2000 (exempt under Rule 32).
- E. Ameren Corporation - Guarantees
1. The registrant and its utility affiliates are self-insured for Worker's

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Compensation Insurance and the Parent (Ameren Corporation) guarantees the payment of outstanding claims of subsidiaries (the "Reserve"). At December 31, 2000 the Reserve amounted to \$17,242,846. The highest amount outstanding at any time during the year cannot be readily determined.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

A. Central Illinois Public Service Company - Debt Retirements

1. On March 15, 2000, this system company retired, with cash, upon maturity its \$5 million principal amount of 6.68% Series 97-1 First Mortgage Bonds, Medium-Term Notes (exempt under Rule 52).
2. On April 1, 2000, this system company retired, with cash, upon maturity its \$25 million principal amount 6% Series Z First Mortgage Bonds (exempt under Rule 52).

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3. On April 24, 2000, this system company terminated a Loan Agreement with the Illinois Development Finance Authority due to the redemption of the associated Pollution Control Revenue Refunding Bonds (7.60% Series 1990A) in the amount of \$20 million (exempt under Rule 52).
4. On April 24, 2000, this system company terminated a Loan Agreement with the Illinois Development Finance Authority due to the redemption of the associated Pollution Control Revenue Refunding Bonds (7.60% Series 1990B) in the amount of \$32 million (exempt under Rule 52).
5. On September 15, 2000, this system company retired, with cash, upon maturity its \$5 million principal amount 6.75% Series 97-1 First Mortgage Bonds, Medium-Term Notes (exempt under Rule 52).

B. Union Electric Company - Debt Retirements

1. On April 24, 2000, this system company terminated a Reaffirmation Agreement and a Company Note with the State Environmental Improvement and Energy Resources Authority of the State of Missouri due to the redemption of the associated Unit Priced Demand Adjustable Pollution Control Revenue Bonds (Series 1985A) in the amount of \$70 million (exempt under Rule 52).
2. On April 24, 2000, this system company terminated a Reaffirmation Agreement and a Company Note with the State Environmental Improvement and Energy Resources Authority of the State of Missouri due to the redemption of the associated Unit Priced Demand Adjustable Pollution Control Revenue Bonds (Series 1985B) in the amount of \$56.5 million (exempt under Rule 52).
3. On May 8, 2000, this system company terminated a Loan Agreement with the State Environmental Improvement and Energy Resources Authority of the State of Missouri and was discharged from liability under certain First Mortgage Bonds due to the redemption of the associated Environmental Improvement Revenue Bonds (Series 1990A) in the amount of \$60 million (exempt under Rule 52).

ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES

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None.

ITEM 6. OFFICERS AND DIRECTORS - PART 1.

The positions of officers and director of all system companies as of December 31, 2000 were as follows:

	NAME AND ADDRESS	POSITION
AMEREN CORPORATION		
WARNER L. BAXTER	ST. LOUIS, MO	VP & C
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	SVP
WILLIAM E. CORNELIUS	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
JOHN PETERS MACCARTHY	ST. LOUIS, MO	D
HANNE M. MERRIMAN	WASHINGTON, DC	D
PAUL L. MILLER, JR.	ST. LOUIS, MO	D
CHARLES W. MUELLER	ST. LOUIS, MO	D, CM, P & CEO
ROBERT H. QUENON	ST. LOUIS, MO	D
HARVEY SALIGMAN	ST. LOUIS, MO	D
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S

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AMEREN CORPORATION (CONTINUED)

JANET MCAFEE WEAKLEY	ST. LOUIS, MO	D
JAMES W. WOGSLAND	HAYDEN LAKE, ID	D

UNION ELECTRIC COMPANY

RONALD D. AFFOLTER	ST. LOUIS, MO	VP
PAUL A. AGATHEN	ST. LOUIS, MO	D
WARNER L. BAXTER	ST. LOUIS, MO	VP & C
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D & SVP
WILLIAM J. CARR	ST. LOUIS, MO	VP
DANIEL F. COLE	ST. LOUIS, MO	SVP
MICHAEL J. MONTANA	ST. LOUIS, MO	VP
CHARLES W. MUELLER	ST. LOUIS, MO	D, P & CEO
CHARLES D. NASLUND	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D
GARRY L. RANDOLPH	ST. LOUIS, MO	SVP
WILLIAM C. SHORES	ST. LOUIS, MO	VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S
THOMAS R. VOSS	ST. LOUIS, MO	SVP

ELECTRIC ENERGY, INC.

JESSON A. BRADSHAW	HOUSTON, TX	D
RICHARD W. EIMER, JR.	DECATUR, IL	D

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JAMES M. HELM	JOPPA, IL	S & T
R. ALAN KELLEY	ST. LOUIS, MO	D & CM
WAYNE T. LUCAS	LOUISVILLE, KY	D
CHARLES W. MUELLER	ST. LOUIS, MO	D
CHARLES D. NASLUND	ST. LOUIS, MO	D
ROBERT L. POWERS	JOPPA, IL	P
GARY L. RAINWATER	SPRINGFIELD, IL	D
PAUL W. THOMPSON	LOUISVILLE, KY	D
WILLIAM SHEPPARD	JOPPA, IL	VP
DAVID A. WHITELEY	ST. LOUIS, MO	D

UNION ELECTRIC DEVELOPMENT CORPORATION

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSONG	ST. LOUIS, MO	D, VP & T
DONALD E. BRANDT	ST. LOUIS, MO	D, VP & C
CHARLES W. MUELLER	ST. LOUIS, MO	D, P
STEVEN R. SULLIVAN	ST. LOUIS, MO	D, VP & S

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

DONALD E. BRANDT	ST. LOUIS, MO	CM
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CENTRAL ILLINOIS PUBLIC SERVICE COMPANY

PAUL A. AGATHEN	ST. LOUIS, MO	D
WARNER L. BAXTER	ST. LOUIS, MO	D & C
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D
MICHAEL J. MONTANA	ST. LOUIS, MO	VP
GILBERT W. MOORMAN	SPRINGFIELD, IL	VP
CHARLES W. MUELLER	ST. LOUIS, MO	D
CRAIG D. NELSON	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D, P & CEO
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S
THOMAS R. VOSS	SPRINGFIELD, IL	SVP

CIPS ENERGY, INC.

GARY L. RAINWATER	SPRINGFIELD, IL	D & P
STEVEN R. SULLIVAN	ST. LOUIS, MO	D, VP, S & T

CIPSCO INVESTMENT COMPANY

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

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CIPSCO SECURITIES COMPANY

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CIPSCO VENTURE COMPANY

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

EFFINGHAM DEVELOPMENT BUILDING II, LLC

LEE R. NICKLOY	ST. LOUIS, MO	D
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MATTOON ENTERPRISES PARK LLC

LEE R. NICKLOY	ST. LOUIS, MO	D
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MACC, LLC

LEE R. NICKLOY	ST. LOUIS, MO	D
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ILLINOIS EQUITY FUND 1992, 1994, 1996, 1998, 1999, 2000

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

CIPSCO LEASING COMPANY

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CLC AIRCRAFT LEASING CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

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CLC LEASING CO. A

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CLC LEASING CO. B

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CLC LEASING CO. C

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

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CIPSCO ENERGY COMPANY

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-APL-G CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-APL-L CO.

DIANE L. BORTMESS	SPRINGFIELD, IL	D, T
RONALD K. EVANS	ST. LOUIS, MO	D, S
GREGORY L. NELSON	ST. LOUIS, MO	D, PEO, P

CEC-PGE-G CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSONG	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D

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LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-PGE-L CO.

DIANE L. BORTMESS	SPRINGFIELD, IL	D, T
RONALD K. EVANS	ST. LOUIS, MO	D, S
GREGORY L. NELSON	ST. LOUIS, MO	D, PEO, P

CEC-PSPL-G CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSOING	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-PSPL-L CO.

DIANE L. BORTMESS	SPRINGFIELD, IL	D, T
RONALD K. EVANS	ST. LOUIS, MO	D, S
GREGORY L. NELSON	ST. LOUIS, MO	D, PEO, P

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CEC-MPS-G CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSOING	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-MPS-L CO.

DIANE L. BORTMESS	SPRINGFIELD, IL	D, T
RONALD K. EVANS	ST. LOUIS, MO	D, S
GREGORY L. NELSON	ST. LOUIS, MO	D, PEO, P

CEC-ACE-G CO.

WARNER L. BAXTER	ST. LOUIS, MO	C
JERRE E. BIRDSOING	ST. LOUIS, MO	D, PEO, P, T
DONALD E. BRANDT	ST. LOUIS, MO	D
LEE R. NICKLOY	ST. LOUIS, MO	D, VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

CEC-ACE-L CO.

DIANE L. BORTMESS	SPRINGFIELD, IL	D, T
RONALD K. EVANS	ST. LOUIS, MO	D, S

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GREGORY L. NELSON ST. LOUIS, MO D, PEO, P

CEC-ACLP- CO.

WARNER L. BAXTER ST. LOUIS, MO C
 JERRE E. BIRDSONG ST. LOUIS, MO D, PEO, P, T
 DONALD E. BRANDT ST. LOUIS, MO D
 LEE R. NICKLOY ST. LOUIS, MO D, VP
 STEVEN R. SULLIVAN ST. LOUIS, MO S

AMEREN ENERGY, INC.

PAUL A. AGATHEN ST. LOUIS, MO D
 DONALD E. BRANDT ST. LOUIS, MO D
 JERRE E. BIRDSONG ST. LOUIS, MO T
 DANIEL F. COLE ST. LOUIS, MO D
 BAXTER A. GILLETTE ST. LOUIS, MO VP
 CLARENCE J. HOPF ST. LOUIS, MO VP
 CHARLES W. MUELLER ST. LOUIS, MO D
 GARY L. RAINWATER SPRINGFIELD, IL D
 BRIAN RETTENMAIER ST. LOUIS, MO C
 STEVEN R. SULLIVAN ST. LOUIS, MO VP, GC & S
 JAMES F. WHITESIDES ST. LOUIS, MO PEO, P

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AMEREN SERVICES CO.

PAUL A. AGATHEN ST. LOUIS, MO D & SVP
 WARNER L. BAXTER ST. LOUIS, MO D, VP & C
 JERRE E. BIRDSONG ST. LOUIS, MO T
 DONALD E. BRANDT ST. LOUIS, MO D, SVP
 CHARLES A. BREMER ST. LOUIS, MO VP
 WILLIAM J. CARR ST. LOUIS, MO VP
 DANIEL F. COLE ST. LOUIS, MO SVP
 JIMMY L. DAVIS ST. LOUIS, MO VP
 JEAN M. HANNIS ST. LOUIS, MO VP
 MICHAEL J. MONTANA ST. LOUIS, MO VP
 CHARLES W. MUELLER ST. LOUIS, MO D, P & CEO
 MICHAEL G. MUELLER (1) ST. LOUIS, MO VP
 CRAIG D. NELSON ST. LOUIS, MO VP
 GREGORY L. NELSON ST. LOUIS, MO VP
 GARY L. RAINWATER SPRINGFIELD, IL D
 J. KAY SMITH ST. LOUIS, MO VP
 STEVEN R. SULLIVAN ST. LOUIS, MO VP, GC & S
 DAVID A. WHITELEY (2) ST. LOUIS, MO VP
 SAMUEL E. WILLIS ST. LOUIS, MO VP
 THOMAS R. VOSS ST. LOUIS, MO SVP
 RONALD C. ZDELLAR ST. LOUIS, MO VP

(1) Mr. Mueller was elected on September 18, 2000.

(2) Mr. Whiteley was elected on January 1, 2000.

AMEREN DEVELOPMENT COMPANY

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PAUL A. AGATHEN	ST. LOUIS, MO	D, SVP
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D, SVP
DANIEL F. COLE	ST. LOUIS, MO	D
CHARLES W. MUELLER	ST. LOUIS, MO	D, P
GARY L. RAINWATER	ST. LOUIS, MO	D, SVP
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S

AMEREN ERC, INC.

PAUL A. AGATHEN	ST. LOUIS, MO	D, SVP
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D, SVP
DANIEL F. COLE	ST. LOUIS, MO	D, P
MICHAEL G. MUELLER (1)	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S

(1) Mr. Mueller was elected on September 18, 2000.

GATEWAY ENERGY SYSTEMS, L.C. AND AFFILIATES

DONALD E. BRANDT	ST. LOUIS, MO	D
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AMEREN ENERGY COMMUNICATIONS, INC.

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D
DANIEL F. COLE	ST. LOUIS, MO	D, P
GARY L. RAINWATER	SPRINGFIELD, IL	D
STEVEN R. SULLIVAN	ST. LOUIS, MO	S

AMEREN ENERGY RESOURCES COMPANY

PAUL A. AGATHEN	ST. LOUIS, MO	D
DONALD E. BRANDT	ST. LOUIS, MO	D
JERRE E. BIRDSONG	ST. LOUIS, MO	T
DANIEL F. COLE	ST. LOUIS, MO	D
R. ALAN KELLEY (1)	ST. LOUIS, MO	VP
CHARLES W. MUELLER	ST. LOUIS, MO	D
GARY L. RAINWATER	SPRINGFIELD, IL	D, P
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S

(1) Mr. Kelley was elected on November 13, 2000.

MISSOURI CENTRAL RAILROAD

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSONG	ST. LOUIS, MO	D
LOWELL S. JACOBSON	HAYDEN, AZ	D
R. ALAN KELLEY	ST. LOUIS, MO	D

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JOHN F. LARKIN	OMAHA, NE	D
MICHAEL G. MUELLER	ST. LOUIS, MO	D
ROBERT K. NEFF	ST. LOUIS, MO	P
STEVEN R. SULLIVAN	ST. LOUIS, MO	D, GC & S

ILLINOIS MATERIALS SUPPLY CO.

PAUL AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSOONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D
DANIEL F. COLE	ST. LOUIS, MO	D
R. ALAN KELLEY	ST. LOUIS, MO	VP
GREGORY L. NELSON	ST. LOUIS, MO	VP
MICHAEL J. MONTANA	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D, P
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S
DAVID A. WHITELEY	ST. LOUIS, MO	VP

AMEREN ENERGY MARKETING COMPANY

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSOONG	ST. LOUIS, MO	T
DONALD E. BRANDT	ST. LOUIS, MO	D
DANIEL F. COLE	ST. LOUIS, MO	D
GARY L. RAINWATER	SPRINGFIELD, IL	D
ANDREW M. SERRI	ST. LOUIS, MO	VP

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AMEREN ENERGY MARKETING COMPANY (CONTINUED)

STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S
JAMES F. WHITESIDES	ST. LOUIS, MO	P

AMEREN ENERGY DEVELOPMENT COMPANY

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSOONG	ST. LOUIS, MO	T
R. ALAN KELLEY	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D, P
JERRY L. SIMPSON	SPRINGFIELD, IL	VP
STEVEN R. SULLIVAN	ST. LOUIS, MO	VP, GC & S
JAMES F. WHITESIDES	ST. LOUIS, MO	VP

AMEREN ENERGY GENERATING COMPANY

PAUL A. AGATHEN	ST. LOUIS, MO	D
JERRE E. BIRDSOONG	ST. LOUIS, MO	T
WARNER L. BAXTER	ST. LOUIS, MO	VP, C
DONALD E. BRANDT	ST. LOUIS, MO	D
DANIEL F. COLE	ST. LOUIS, MO	D
R. ALAN KELLEY	ST. LOUIS, MO	SVP
MICHAEL J. MONTANA	ST. LOUIS, MO	VP
ROBERT L. POWERS	ST. LOUIS, MO	VP
GARY L. RAINWATER	SPRINGFIELD, IL	D, P
JERRY L. SIMPSON	SPRINGFIELD, IL	VP

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within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935.

Name of Officer or Director (1)	Name and Location of Financial Institution (2)	Position Held in Financial Institution (3)

AMEREN CORPORATION		
Richard A. Lumpkin	First Mid-Illinois Bancshares Inc. First Mid-Illinois Bank & Trust NA	Director Director

ITEM 6. OFFICERS AND DIRECTORS - PART 111.

(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 2001 definitive proxy statement, a copy of which is included as Exhibit A.4 to this Form U5S.

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(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" and "Executive Compensation" in Ameren Corporation's 2001 definitive proxy statement, a copy of which is included as Exhibit A.4 to this Form U5S.

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

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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, Reliance National Insurance Company, Gulf Insurance Company and Executive Risk Indemnity, Inc. The policies are for the period January 1, 1998 to March 1, 2003. Ameren Corporation has entered into a standard form of indemnity agreement with each of its directors and officers.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

1. Political

Central Illinois Public Service Company (d/b/a AmerenCIPS), 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 laws 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 (d/b/a AmerenUE), by authorization of its Board of Directors, matched employee contributions made to the AmerenUE Political Action Committee (PAC) in the amount of \$26,546.41. 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 \$26,546.41 matching contribution to the AmerenUE PAC was made and reported in accordance with Missouri law.

2. Citizens Groups

Citizens for Missouri Children - \$5000

This was a contribution for a public education activity to raise awareness that would make a difference in childrens's lives.

Account: MAJ-426, Min-001

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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:

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Calendar Year 2000

Nature of Transactions (1)	Company Performing Service (2)	Company Receiving Service (3)
Coal Sales	AmerenUE	AmerenERC, Inc.
Energy Trading	AmerenEnergy, Inc.	AmerenUE
Materials and Supplies	Illinois Materials Supply Co.	AmerenCIPS
Materials and Supplies	Illinois Materials Supply Co.	AmerenUE
Misc. Services	AmerenCIPS	AmerenEnergy Communications, Inc.
Misc. Services	AmerenCIPS	AmerenEnergy Marketing Company
Misc. Services	AmerenCIPS	AmerenEnergy Resources Company
Misc. Services	AmerenCIPS	AmerenEnergy, Inc.
Misc. Services	AmerenCIPS	AmerenUE
Misc. Services	AmerenCIPS	CIPSCO Investment
Misc. Services	AmerenCIPS	Illinois Materials Supply Co.
Misc. Services	AmerenEnergy Communications, Inc.	AmerenCIPS
Misc. Services	AmerenEnergy Marketing Company	AmerenEnergy Communications, Inc.
Misc. Services	AmerenEnergy Marketing Company	AmerenEnergy, Inc.
Misc. Services	AmerenEnergy Resources Company	Illinois Materials Supply Co.
Misc. Services	AmerenEnergy, Inc.	Ameren Corporation
Misc. Services	AmerenEnergy, Inc.	AmerenEnergy Marketing Company
Misc. Services	AmerenUE	Ameren Corporation
Misc. Services	AmerenUE	AmerenCIPS
Misc. Services	AmerenUE	AmerenEnergy Communications, Inc.
Misc. Services	AmerenUE	AmerenEnergy Fuels & Services
Misc. Services	AmerenUE	AmerenEnergy, Inc.
Misc. Services	AmerenUE	AmerenEnergy Marketing Company
Misc. Services	AmerenUE	AmerenEnergy Resources Company
Misc. Services	AmerenUE	AmerenERC, Inc.
Misc. Services	AmerenUE	Illinois Materials Supply Co.
Misc. Services	AmerenUE	Union Electric Development Co.
Transmission Services	AmerenCIPS	AmerenEnergy Marketing Company
Transmission Services	AmerenUE	AmerenEnergy Marketing Company

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Part II. The System companies had no contracts to purchase services or goods during 2000 from any affiliated (other than a System company) or from a company, in which any officer or director of the receiving company is a partner or owns 5 percent or more of any class of equity securities.

Part III. The System company does not employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Filed confidentially as Appendix A and on Form SE.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

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FINANCIAL STATEMENTS

Filed confidentially as Appendix B and on Form SE.

NOTES TO FINANCIAL STATEMENTS

Ameren	Corporation Reference is made to "Notes to Consolidated Financial Statements" contained on pages 30 through 45 in the Ameren 2000 Annual Report to Shareholders, which information is incorporated by reference.
Union	Electric Company Reference is made to "Notes to Financial Statements" contained on pages 23 through 38 in the Union Electric Company 2000 Annual Report, which information is incorporated by reference.
Central Illinois Public Service Company	Reference is made to "Notes to Financial Statements" contained on pages 22 through 35 in the Central Illinois Public Service Company 2000 Annual Report, which information is incorporated by reference.

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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 FILED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934
- A.1 2000 Annual Report on Form 10-K for Ameren Corporation. (File No. 001-14756)
 - A.2 2000 Annual Report on Form 10-K for Central Illinois Public Service Company. (File No. 001-03672)
 - A.3 2000 Annual Report on Form 10-K for Union Electric Company. (File No. 001-02967)
 - A.4 2001 Proxy Statement of Ameren Corporation. (File No. 001-14756)
 - A.5 2001 Proxy Statement of Central Illinois Public Service Company. (File No. 001-03672)
 - A.6 2001 Proxy Statement of Union Electric Company. (File No. 001-02967)
- B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER

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FUNDAMENTAL DOCUMENTS OF ORGANIZATION

- *B.1 Missouri Central Railroad Company (filed herewith on Form SE)
- *B.2 Enporion, Inc. (filed herewith on Form SE)
- *B.3 Illinois Materials Supply Co. (filed herewith on Form SE)
- *B.4 Ameren Energy Marketing Company (filed herewith on Form SE)
- *B.5 Ameren Energy Development Company (filed herewith on Form SE)
- *B.6 Ameren Energy Generating Company (filed herewith on Form SE)
- *B.7 Ameren Energy Fuels and Services Company
(filed herewith on Form SE)

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

- C.1 Union Electric Company
 - *C1.1 Trust Indenture - Environmental Improvement Revenue Refunding Bonds, Series 2000A, 2000B and 2000C (filed herewith on Form SE)
 - *C1.2 Loan Agreement - Environmental Improvement Revenue Refunding Bonds, Series 2000A, 2000B and 2000C (filed herewith on Form SE)
- C.2 Central Illinois Public Service Company
 - *C2.1 Trust Indenture - Pollution Control Revenue Refunding Bonds, Series 2000A (filed herewith on Form SE)
 - *C2.2 Loan Agreement - Pollution Control Revenue Refunding Bonds, Series 2000A (filed herewith on Form SE)

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- C.3 Ameren Energy Generating Company
 - C3.1 Indenture - Senior Notes (File No. 333-56594, Exhibit 4.1).
 - C3.2 First Supplemental Indenture - 7.75% Senior Notes, Series A due 2005 and 8.35% Senior Notes, Series B due 2010 (File No. 333-56594, Exhibit 4.2).
 - C3.3 Registration Rights Agreement - 7.75% Senior Notes, Series A due 2005 and 8.35% Senior Notes, Series B due 2010 (File No. 333-56594, Exhibit 4.5).

*D. AGREEMENT ALLOCATING CONSOLIDATED INCOME TAX LIABILITY BY AMEREN CORPORATION AND SUBSIDIARIES

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.

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*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: (Filed confidentially and on Form SE)

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: (filed confidentially and on Form SE)

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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 - Supplemental Schedule

Electric Plant Held for Future Use

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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 and on Form SE)
- *H.3 Unaudited Consolidated Financial Statements for AmerenEnergy Development Company (filed confidentially and on Form SE)
- *H.4 Unaudited Financial Statements for Midwest Electric Power, Inc. (filed confidentially and on Form SE)

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SIGNATURE

Ameren Corporation, a registered holding company, has duly caused this annual report for the year ended December 31, 2000 to be signed on its behalf by the undersigned thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

AMEREN CORPORATION

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By: /s/ Steven R. Sullivan

Steven R. Sullivan
Vice President, General Counsel
and Secretary

April 30, 2001

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Exhibit D

AMEREN CORPORATION
AND ITS AFFILIATED CORPORATIONS

TAX ALLOCATION AGREEMENT

This agreement is made as of _____, 2000 by and among Ameren Corporation, a registered public utility holding company, and its affiliated corporations, as identified in Exhibit A hereto (collectively, the "Group"; individually, "member of the Group").

WHEREAS, the members of the Group are affiliated corporations within the meaning of section 1504 of the Internal Revenue Code of 1986, as amended, and will join in the annual filing of a consolidated federal income tax return;

WHEREAS, the members of the Group intend to allocate the consolidated income tax liabilities and benefits to each member of the Group in a fair and equitable manner; and

WHEREAS, the members of the Group intend to allocate the liabilities and benefits arising from the Group's annual consolidated income tax returns in compliance with Title 17, section 250.45(c) of the Code of Federal Regulations, section 1552(a)(1) of the Internal Revenue Code and Title 26, section 1.1502-33(d)(2) of the Code of Federal Regulations;

IT IS THEREFORE AGREED, as follows:

Section 1. Definitions

For purposes of this agreement, the following definitions shall apply:

- (a) "Consolidated tax" shall mean the Group's aggregate tax liability for a taxable year as shown on the consolidated federal income tax return.
- (b) "Consolidated refund" shall mean the Group's refund for a taxable year as shown on the consolidated federal income tax

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return.

- (c) "Corporate taxable income" or "corporate taxable loss" shall mean the income or loss of a member of the Group for a taxable year, computed as though the member had filed a separate federal income tax return on the same basis as used in the consolidated return, except that:
- (1) Dividend income from other members of the Group shall be disregarded, and
 - (2) Intercompany transactions that are eliminated in the consolidated return shall be given appropriate treatment.

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- (d) "Separate return tax" shall mean the federal income tax liability or federal income tax refund, computed with respect to the corporate taxable income or loss of a member of the Group as though the member were not a member of the Group. If the separate return tax is a liability, it shall be referred to as a "positive separate return tax." If the separate return tax is a refund, it shall be referred to as a "negative separate return tax."
- (e) A "positive" allocation shall be the obligation to make a payment to the Group. A "negative" allocation shall be the right to receive a payment from the Group.

Section 2. General Allocation Method

Each taxable year, the members of the Group shall allocate the consolidated tax or consolidated refund in accordance with the following procedures:

- (a) A member, to include Ameren Corporation, that would have a positive separate return tax shall receive a positive allocation in an amount equal to such positive separate return tax.
- (b) A member, other than Ameren Corporation, that would have a negative separate return tax shall receive a negative allocation in an amount equal to such negative separate return tax.
- (c) If Ameren Corporation would have a negative separate return tax, then each member having positive separate return tax shall receive a negative allocation in an amount equal to such negative separate return tax multiplied by the member's share of the sum of the positive separate return tax.

Section 3. Special Allocation Rules

- (a) Alternative Minimum Tax. In any year in which alternative minimum tax (AMT) is payable by the Group, the consolidated tax shall be separated into two parts: regular tax and AMT.

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- (1) Regular tax shall be allocated in accordance with the general allocation method set forth in section 2, above.
- (2) AMT will be allocated to each member of the Group based on the proportion of:
 - (A) the excess of its separate company tentative minimum tax over its separate company regular tax liability, to
 - (B) the aggregate of the excesses of such companies' tentative minimum tax amounts over their regular tax liability amounts.

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- (3) Each member whose regular tax liability exceeds its tentative minimum tax on a separate company basis shall be excluded from this calculation and shall not be impacted by the Group's AMT liability.
- (4) The minimum tax credit shall be allocated to the members of the Group to which the associated AMT was allocated, in proportion to the associated AMT allocated to such members.

- (b) Investment Tax Credits; Other Tax Benefits and Material Items Taxed at Different Rates. Any investment tax credits, other tax benefits and material items taxed at rates other than the rate applicable to corporate taxable income shall be allocated directly to the members of the Group giving rise to them.

Section 4. Maximum Allocation

The tax allocated to any member shall not exceed the separate return tax of such member.

Section 5. Payments

Each member of the Group is responsible for its own tax liability. Payment of such liability shall be made in accordance with the following procedure:

- (a) A member of the Group with a net positive allocation shall pay Ameren Corporation the net amount allocated.
- (b) A member of the Group with a net negative allocation shall receive payment from Ameren Corporation in the amount of the net negative allocation.
- (c) Ameren Corporation shall pay to the Internal Revenue Service the Group's net current federal income tax liability from the net of the receipts and payments to and from members of the Group.
- (d) Ameren Corporation shall make any calculations on behalf of the members of the Group necessary to comply with the estimated tax provisions of IRC section 6655. Based on such calculations, Ameren Corporation shall charge the members

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appropriate amounts at intervals consistent with the dates in that section.

- (e) If the Group has a consolidated net operating loss ("NOL") for a taxable year (the "loss year") and the NOL cannot be used in full by being carried back to a prior taxable year, the unused portion of the NOL shall be allocated (as negative allocations) to the members of the Group having negative allocations for the loss year in proportion to the relative magnitude of such negative allocations for the loss year. Each such member shall carry negative allocation from the loss year

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forward to the following taxable year and combine it with its allocation for such following taxable year.

- (f) A member shall make any payment required by this section within 60 days after receiving notice of such payment from Ameren Corporation. Alternatively, in the case of any second tier subsidiary (any company that is wholly-owned by Union Electric Company, Central Illinois Public Service Company, or CIPSCO Investment Company), the parent of such second-tier subsidiary may make the payment required by the preceding sentence for itself and all of its second-tier subsidiaries within the 60-day period, with the second-tier subsidiaries to compensate such parent within a reasonable time thereafter.

Section 6. Adjustments to Tax Liability Shown on Returns

(a) In the event that the consolidated tax or consolidated refund is subsequently adjusted by the Internal Revenue Service or by a court decision, the consolidated tax, consolidated refund and separate return tax shall be adjusted accordingly consistent with the methodology set forth previously in this agreement. Any prior payments among the members of the Group shall be adjusted to conform to the change.

(b) If any interest is paid or received as a result of an adjustment to consolidated tax or consolidated refund, it will be allocated to the parties in the proportion that each member's change in separate tax in each affected year bears to the change in consolidated tax or consolidated refund.

(c) Any penalty shall be paid by the member of the Group that is responsible for the penalty. If the party at fault cannot be determined, the penalty shall be allocated in the same manner as if it were additional tax.

Section 7. State Income Taxes

(a) Any state income tax liability (including liability for interest or penalties) associated with the filing of a separate state income tax return by a member of the Group shall be allocated to and paid directly by such member.

(b) Any state income tax liability (including liability for interest or penalties) associated with the filing of a consolidated, unitary, or combined state return shall be allocated to the members of the Group participating in the returns following the procedures set forth above for federal income tax liabilities.

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(c) Because certain states utilize a unitary method, the Group's aggregate income tax liability to a state may exceed the sum of the members' separate return income tax liabilities to the state. If this occurs, the excess of the Group's aggregate liability to such state over the sum of the members' separate return liabilities for such state shall be allocated to the member or members whose operations caused the Group to be taxed by the state, following the procedures

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set forth above for federal income tax liabilities. Conversely, the sum of the members' separate return liabilities may exceed the Group's aggregate liability to a state. Notwithstanding section 4 of this agreement, if this occurs, the excess of the sum of the members' separate return liabilities for such state over the Group's aggregate liability to such state shall be allocated to the member or members whose operations caused the excess, following the procedures set forth above for federal income tax liabilities.

Section 8. New Affiliates

The members of the Group will cause any corporation which becomes an affiliated corporation within the meaning of IRC section 1504 to join in this agreement.

Section 9. Amendment

This agreement may be amended from time to time as the result of changes in federal or state law or relevant facts and circumstances.

Section 10. Cooperation of Members

Each member shall execute and file such consent, elections and other documents that may be required or appropriate for the proper filing of consolidated income tax returns and for the allocations provided by this agreement.

* * * * *

The above procedures for allocating the consolidated income tax liability of the Group have been agreed to by each of the below listed members of the Group, as evidenced by the signature of an officer of each member.

Ameren Corporation by: _____

Ameren Development Company by: _____

Ameren ERC, Inc. by: _____

Ameren Energy Communications, Inc. by: _____

Ameren Energy Development Company by: _____

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Ameren Energy Fuels and Services
Company by: _____

Ameren Energy Generating Company by: _____

Ameren Energy, Inc. by: _____

Ameren Energy Marketing Company by: _____

Ameren Energy Resources Company by: _____

Ameren Services Company by: _____

Central Illinois Public Service Company by: _____

CIPSCO Investment Company by: _____

CIPS Energy, Inc. by: _____

Illinois Materials Supply Co. by: _____

Illinois Steam, Inc. by: _____

Missouri Central Railroad Company by: _____

Union Electric Company by: _____

Union Electric Development Corporation by: _____

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EXHIBIT A

Ameren Corporation
Ameren Development Company
Ameren ERC, Inc.

Ameren Energy Communications, Inc.
Ameren Energy Development Company
Ameren Energy Fuels and Services Company

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Ameren Energy Generating Company
Ameren Energy, Inc.
Ameren Energy Marketing Company Ameren Energy Resources Company Ameren Services
Company Central Illinois Public Service Company CIPSCO Investment Company CIPS
Energy Inc.

Illinois Materials Supply Co.
Illinois Steam, Inc.
Missouri Central Railroad Company
Union Electric Company
Union Electric Development Corporation