

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of Union Electric)	
Company d/b/a AmerenUE for Commission)	
Approval for a Sale of Utility Assets by)	Case No. EO-2005-0034
Union Electric Company d/b/a AmerenUE to)	
Citizens Electric Cooperative.)	

SUPPLEMENTAL FILING

COMES NOW Union Electric Company doing business as AmerenUE, and
pursuant to 4 CSR 240-2.080 hereby makes this supplemental filing.

Background

On July 30, 2004, AmerenUE filed an application with the Commission requesting permission, pursuant to Section 393.190 RSMo. 2000, to sell two 138kV transmission lines to Citizens Electric Corporation ("Citizens"). In its application, AmerenUE provided the Commission with a form Asset Purchase Agreement that the parties intended to execute upon receipt of all necessary regulatory approvals. AmerenUE further provided in its application that further modifications to the form Asset Purchase Agreement were also needed to allow the parties more time to finalize the terms and conditions relating to: (i) a reservation that AmerenUE needs incorporated into the assignment of easement rights to Citizens in conjunction with the sale of Line Section A (i.e. the Ste. Genevieve – Rivermines – 1, 138 kV line) that will permit AmerenUE to access a thirty (30) foot wide strip of property along the entire length of such easement where AmerenUE's 138kV St. Francois – New Bourbon line runs parallel and adjacent to Line Section A and that AmerenUE will continue to own and operate after the sale of Line Section A; (ii) the vegetation management responsibility for the portion of Line

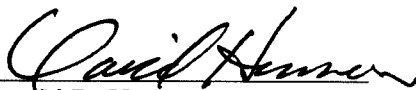
Section A right-of-way that will be adjacent to AmerenUE's St. Francois – New Bourbon line; and (iii) the arrangements that will need to be made regarding the portion of Line Section A where only the conductors will be sold to Citizens and the tapping structures to which these conductors are connected will continue to be owned by AmerenUE after the sale of Line Section A to Citizens.

Executable Asset Purchase Agreement

Attached hereto as Appendix 1 is a finalized Asset Purchase Agreement that codifies the terms and conditions relating to the remaining outstanding issues outlined above. Upon receipt of approval from this Commission, the parties are prepared to execute the Asset Purchase Agreement contained in Appendix 1a. For reference, a redlined version of the form Asset Purchase Agreement indicating the changes made has been included in Attachment 1b.

Respectfully submitted,

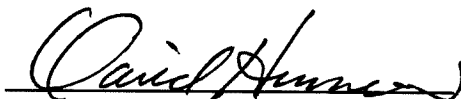
AMEREN SERVICES COMPANY

By: 
David B. Hennen
Missouri Bar No. 0046776
Associate General Counsel
Ameren Services Company
1901 Chouteau Ave.
P.O. Box 66149, MC630
St. Louis, MO 63166-6149
(314) 554-4673 (Telephone)
(314) 554-4014 (Fax)
email: dhennen@ameren.com

December 28, 2004

Certificate of Service

I hereby certify that copies of the foregoing have been mailed, hand-delivered, or transmitted by facsimile or electronic mail to all counsel of record this 28th day of December 2004.

A handwritten signature in cursive script, appearing to read "David Hunter", is written over a horizontal line.