

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness into future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

(c) Change in Internal Control

There has been no change in the Ameren Companies' internal control over financial reporting during their most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, their internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

The Ameren Companies have no information reportable under this item that was required to be disclosed in a report on SEC Form 8-K during the fourth quarter of 2008 that has not previously been reported on an SEC Form 8-K.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information required by Items 401, 405, 406 and 407(c)(3),(d)(4) and (d)(5) of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by these SEC Regulation S-K items for UE, CIPS and CILCO will be included in each company's definitive information statement for its 2009 annual meetings of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Information required by these SEC Regulation S-K items for IP is identical to the information that will be contained in CIPS' definitive information statement for CIPS' 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. With respect to Genco and CILCORP, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

Information concerning executive officers of the Ameren Companies required by Item 401 of SEC Regulation S-K is reported under a separate caption entitled "Executive Officers of the Registrants" in Part I of this report.

UE, CIPS, Genco, CILCORP, CILCO and IP do not have separately designated standing audit committees, but instead use Ameren's audit and risk committee to perform such committee functions for their boards of directors. These companies have no securities listed on the NYSE and therefore are not subject to the NYSE listing standards. Douglas R. Oberhelman serves as chairman of Ameren's audit and risk committee, and Stephen F. Brauer and Susan S. Elliott serve as members. The board of directors of Ameren has determined that Douglas R. Oberhelman qualifies

as an audit committee financial expert and that he is "independent" as that term is used in SEC Regulation 14A.

Also, on the same basis as reported above, the boards of directors of UE, CIPS, Genco, CILCORP, CILCO and IP use the nominating and corporate governance committee of Ameren's board of directors to perform such committee functions. This committee is responsible for the nomination of directors and corporate governance practices. Ameren's nominating and corporate governance committee will consider director nominations from shareholders in accordance with its Policy Regarding Nominations of Directors, which can be found on Ameren's Web site: www.ameren.com.

To encourage ethical conduct in its financial management and reporting, Ameren has adopted a Code of Ethics that applies to the principal executive officer, the principal financial officer, the principal accounting officer, the controllers, and the treasurer of the Ameren Companies. Ameren has also adopted a Code of Business Conduct that applies to the directors, officers and employees of the Ameren Companies. It is referred to as the Corporate Compliance Policy. The Ameren Companies make available free of charge through Ameren's Web site (www.ameren.com) the *Code of Ethics* and *Corporate Compliance Policy*. These documents are also available free in print upon written request to Ameren Corporation, Attention: Secretary, P.O. Box 66149, St. Louis, Missouri 63166-6149. Any amendment to, or waiver of, the Code of Ethics and Corporate Compliance Policy will be posted on Ameren's Web site within four business days following the date of the amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by Items 402 and 407(e)(4) and (e)(5) of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14A and is incorporated herein by reference. Information required by these SEC Regulation S-K items for UE, CIPS and CILCO will be included in each company's definitive information statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C and is incorporated herein by reference. Information required by these SEC Regulation S-K items for IP is identical to the information that will be included in CIPS' definitive information statement for CIPS' 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C and is incorporated herein by reference. With respect to Genco and CILCORP, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Equity Compensation Plan Information

The following table presents information as of December 31, 2008, with respect to the shares of Ameren's common stock that may be issued under its existing equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(a)	1,122,955	\$ 32.80(b)	3,046,330
Equity compensation plans not approved by security holders	-	-	-
Total	1,122,955	\$ 32.80(b)	3,046,330

(a) Consists of the Ameren Corporation Long-term Incentive Plan of 1998, which was approved by shareholders in April 1998 and expired on April 1, 2008, and the Ameren Corporation 2006 Omnibus Incentive Compensation Plan, which was approved by shareholders in May 2006 and expires on May 2, 2016. Pursuant to grants of performance share units (PSUs) under the Long-term Incentive Plan of 1998 and the 2006 Omnibus Incentive Compensation Plan, 116,877 of the securities represent PSUs that vested at December 31, 2008, (including accrued and reinvested dividends) and 920,278 of the securities represent PSUs granted but not vested (including accrued and reinvested dividends). The actual number of shares issued in respect of the PSUs will vary from 0% to 200% of the target level based on the achievement of total shareholder return objectives established for such awards.

(b) PSUs are awarded when earned in shares of Ameren common stock on a one-for-one basis. Accordingly, the PSUs have been excluded for purposes of calculating the weighted-average exercise price.

UE, CIPS, Genco, CILCORP, CILCO and IP do not have separate equity compensation plans.

Security Ownership of Certain Beneficial Owners and Management

The information required by Item 403 of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by this SEC Regulation S-K item for UE, CIPS and CILCO will be included in each company's definitive information statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. With respect to Genco and CILCORP, this information is omitted in reliance on General Instruction I(2) of Form 10-K. Information required by SEC Regulation S-K Item 403 for IP is as follows.

Securities of IP

All 23 million outstanding shares of IP's common stock and 662,924 shares, or about 73%, of IP's preferred stock are owned by Ameren. None of IP's outstanding shares of preferred stock were owned by directors, nominees for director, or executive officers of IP as of February 1, 2009. To our knowledge, other than Ameren, which as noted above owns 73% of IP's outstanding preferred stock, there are no beneficial owners of 5% or more of IP's outstanding shares of preferred stock as of February 1, 2009, but no independent inquiry has been made to determine whether any shareholder is the beneficial owner of shares not registered in the name of such shareholder or whether any shareholder is a member of a shareholder group.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

Information required by Item 404 of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by this SEC Regulation S-K item for UE, CIPS and CILCO will be included in each company's definitive information statement for its 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Information required by this SEC Regulation S-K item for IP is identical to the information that will be contained in CIPS' definitive information statement for CIPS' 2009 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. With respect to Genco and CILCORP, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Information required by Item 9(e) of SEC Schedule 14A for the Ameren Companies will be included in the definitive proxy statement of Ameren and the definitive information statements of UE, CIPS and CILCO for their 2009 annual meetings of shareholders filed pursuant to SEC Regulations 14A and 14C, respectively; it is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a)(1) Financial Statements

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Schedule I and II should be read in conjunction with the aforementioned financial statements. Certain schedules have been omitted because they are not applicable or because the required data is shown in the aforementioned financial statements.

(a)(3) Exhibits.

Reference is made to the Exhibit Index commencing on page 191.

(b) Exhibits are listed in the Exhibit Index commencing on page 191.

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CILCORP INC.
CONDENSED STATEMENT OF INCOME
For the Years Ended December 31, 2008, 2007 and 2006

(In millions)	2008	2007	2006
Operating revenue	\$ -	\$ -	\$ -
Operating expenses	12	8	14
Operating loss	(12)	(8)	(14)
Equity in earnings of subsidiaries	68	74	45
Interest and other charges	34	37	33
Income tax benefit	(20)	(18)	(21)
Net income	\$ 42	\$ 47	\$ 19

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CILCORP INC.
CONDENSED BALANCE SHEET

(In millions)	December 31, 2008	December 31, 2007
Assets:		
Cash and equivalents	\$ -	\$ -
Other current assets	21	16
Total current assets	21	16
Investments in subsidiaries	674	606
Property and plant, net	123	130
Goodwill	542	542
Other	35	40
Total assets	\$ 1,395	\$ 1,334
Liabilities and Stockholder's Equity:		
Accounts payable	\$ 1	\$ 1
Other current liabilities	342	190
Total current liabilities	343	191
Long-term debt	257	389
Other deferred credits and other noncurrent liabilities	40	42
Stockholder's equity	755	712
Total liabilities and stockholder's equity	\$ 1,395	\$ 1,334

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CILCORP INC.
CONDENSED STATEMENT OF CASH FLOWS
For the Years Ended December 31, 2008, 2007 and 2006

(In millions)	2008	2007	2006
Cash flows from operating activities	\$ (25)	\$ (39)	\$ (11)
Cash flows from investing activities	-	-	136
Cash flows from financing activities	25	39	(125)
Net change in cash and equivalents	-	-	-
Cash and equivalents at beginning of year	-	-	-
Cash and equivalents at the end of year	-	-	-
Cash dividends received from consolidated subsidiaries	-	-	65

CILCORP (parent company only)

NOTES TO CONDENSED FINANCIAL STATEMENTS
December 31, 2008

NOTE 1 – BASIS OF PRESENTATION

CILCORP (parent company only) has accounted for wholly owned subsidiaries using the equity method. These financial statements are presented on a condensed basis. Additional disclosures relating to the parent company financial statements are included under the combined notes to our financial statements under Part II, Item 8, of this report.

NOTE 2 – LONG-TERM OBLIGATIONS

See Note 5 – Long-term Debt and Equity Financings to our financial statements under Part II, Item 8, of this report for a description and details of long-term obligations of CILCORP (parent company only).

NOTE 3 – COMMITMENTS AND CONTINGENCIES

See Note 15 – Commitments and Contingencies to our financial statements under Part II, Item 8, of this report for a description of all material contingencies and guarantees outstanding of CILCORP (parent company only).

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CENTRAL ILLINOIS LIGHT COMPANY
CONDENSED STATEMENT OF INCOME
For the Years Ended December 31, 2008, 2007 and 2006**

(In millions)	2008	2007	2006
Operating revenue	\$ 793	\$ 732	\$ 713
Operating expenses	751	704	653
Operating income	42	28	60
Equity in earnings of subsidiaries	53	65	20
Miscellaneous income (expense)	(4)	1	1
Interest and other charges	18	20	24
Income tax expense	5	-	12
Net income	\$ 68	\$ 74	\$ 45

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CENTRAL ILLINOIS LIGHT COMPANY
CONDENSED BALANCE SHEET**

(In millions)	December 31, 2008	December 31, 2007
Assets:		
Cash and equivalents	\$ -	\$ 4
Other current assets	248	190
Total current assets	248	194
Investments in subsidiaries	438	385
Property and plant, net	754	737
Other	209	72
Total assets	\$ 1,649	\$ 1,388
Liabilities and Stockholders' Equity:		
Accounts payable	\$ 86	\$ 52
Other current liabilities	95	158
Total current liabilities	181	210
Long-term debt	279	148
Other deferred credits and other noncurrent liabilities	501	409
Stockholders' equity	688	621
Total liabilities and stockholders' equity	\$ 1,649	\$ 1,388

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT
CENTRAL ILLINOIS LIGHT COMPANY
CONDENSED STATEMENT OF CASH FLOWS
For the Years Ended December 31, 2008, 2007 and 2006**

(In millions)	2008	2007	2006
Cash flows from operating activities	\$ 42	\$ 28	\$ 84
Cash flows from investing activities	(61)	(54)	(36)
Cash flows from financing activities	15	30	(49)
Net change in cash and equivalents	(4)	4	(1)
Cash and equivalents at beginning of year	4	-	1
Cash and equivalents at the end of year	-	4	-
Cash dividends received from consolidated subsidiaries	-	10	19

CENTRAL ILLINOIS LIGHT COMPANY (parent company only)

NOTES TO CONDENSED FINANCIAL STATEMENTS

December 31, 2008

NOTE 1 - BASIS OF PRESENTATION

Central Illinois Light Company (parent company only) has accounted for wholly owned subsidiaries using the equity method. These financial statements are presented on a condensed basis. Additional disclosures relating to the parent company financial statements are included under the combined notes to our financial statements under Part II, Item 8, of this report.

NOTE 2 - LONG-TERM OBLIGATIONS

See Note 5 - Long-term Debt and Equity Financings to our financial statements under Part II, Item 8, of this report for a description and details of long-term obligations of Central Illinois Light Company (parent company only).

NOTE 3 - COMMITMENTS AND CONTINGENCIES

See Note 15 - Commitments and Contingencies to our financial statements under Part II, Item 8, of this report for a description of all material contingencies and guarantees outstanding of Central Illinois Light Company (parent company only).

**SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006**

(In millions)	Column A	Column B	Column C		Column D	Column E
Description	Balance at Beginning of Period	(1) Charged to Costs and Expenses	(2) Charged to Other Accounts	Deductions ^(a)	Balance at End of Period	
Ameren:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 22	\$ 63	\$ -	\$ 57	\$ 28	
2007	11	53	-	42	22	
2006	22	28	-	39	11	
UE:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 6	\$ 14	\$ -	\$ 12	\$ 8	
2007	6	14	-	14	6	
2006	6	13	-	13	6	
CIPS:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 5	\$ 13	\$ -	\$ 12	\$ 6	
2007	2	10	-	7	5	
2006	4	3	-	5	2	
CILCORP:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 2	\$ 9	\$ -	\$ 8	\$ 3	
2007	1	7	-	6	2	
2006	5	2	-	6	1	
CILCO:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 2	\$ 9	\$ -	\$ 8	\$ 3	
2007	1	7	-	6	2	
2006	5	2	-	6	1	
IP:						
Deducted from assets - allowance for doubtful accounts:						
2008	\$ 9	\$ 27	\$ -	\$ 24	\$ 12	
2007	3	21	-	15	9	
2006	8	9	-	14	3	

(a) Uncollectible accounts charged off, less recoveries.

UNION ELECTRIC COMPANY (registrant)

Date: March 2, 2009

By /s/ Thomas R. Voss

Thomas R. Voss

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ Thomas R. Voss

Thomas R. Voss

Chairman, President,
Chief Executive Officer and Director
(Principal Executive Officer)

March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter

**Executive Vice President,
Chief Financial Officer and Director
(Principal Financial Officer)**

March 2, 2009

/s/ Martin J. Lyons

Martin J. Lyons

Senior Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

March 2, 2009

★

Daniel F. Cole

Director

March 2, 2009

★

Adam C. Heflin

Director

March 2, 2009

Richard J. Mark

Director

March 2, 2009

*

Steven R. Sullivan

Director

March 2, 2009

*By /s/ Warner L. Baxter

Warner L. Baxter

Attorney-in-Fact

March 2, 2009

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (registrant)

Date: March 2, 2009

By /s/ Scott A. Cisel

Scott A. Cisel

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>/s/ Scott A. Cisel</u> Scott A. Cisel	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2009
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<u>/s/ Warner L. Baxter</u> Warner L. Baxter	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	March 2, 2009
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<u>/s/ Martin J. Lyons</u> Martin J. Lyons	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 2, 2009
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<u>*</u> Daniel F. Cole	Director	March 2, 2009
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<u>*</u> Steven R. Sullivan	Director	March 2, 2009
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<u>*By /s/ Warner L. Baxter</u> Warner L. Baxter Attorney-in-Fact		March 2, 2009
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AMEREN ENERGY GENERATING COMPANY (registrant)

Date: March 2, 2009

By /s/ Charles D. Naslund

Charles D. Naslund
Chairman and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>/s/ Charles D. Naslund</u> Charles D. Naslund	Chairman, President and Director (Principal Executive Officer)	March 2, 2009
<u>/s/ Warner L. Baxter</u> Warner L. Baxter	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	March 2, 2009
<u>/s/ Martin J. Lyons</u> Martin J. Lyons	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 2, 2009
<u>*</u> Daniel F. Cole	Director	March 2, 2009
<u>*</u> Steven R. Sullivan	Director	March 2, 2009
<u>*By /s/ Warner L. Baxter</u> Warner L. Baxter Attorney-in-Fact		March 2, 2009

CILCORP INC. (registrant)

Date: March 2, 2009

By /s/ Gary L. Rainwater

Gary L. Rainwater

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>/s/ Gary L. Rainwater</u> Gary L. Rainwater	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2009
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<u>/s/ Warner L. Baxter</u>	Executive Vice President,	March 2, 2009
Warner L. Baxter	Chief Financial Officer and Director (Principal Financial Officer)	

<u>/s/ Martin J. Lyons</u>	Senior Vice President and	March 2, 2009
Martin J. Lyons	Chief Accounting Officer (Principal Accounting Officer)	

*

Daniel F. Cole

Director

March 2, 2009

*

Patrick T. Stokes

Director

March 2, 2009

* _____
Steven R. Sullivan

Director March 2, 2009

_____*_____
Thomas R. Voss Director March 2, 2009

*By /s/ Warner L. Baxter March 2, 2009
Warner L. Baxter
Attorney-in-Fact

CENTRAL ILLINOIS LIGHT COMPANY (registrant)

Date: March 2, 2009

By /s/ Scott A. Cisel

Scott A. Cisel

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ Scott A. Cisel

Scott A. Cisel

**Chairman, President,
Chief Executive Officer and Director
(Principal Executive Officer)**

March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter

Executive Vice President,
Chief Financial Officer and Director
(Principal Financial Officer)

March 2, 2009

/s/ Martin J. Lyons

Martin J. Lyons

Senior Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

March 2, 2009

*

Daniel F. Cole

Director

March 2, 2009

*

Steven R. Sullivan

Director

March 2, 2009

*By /s/ Warner L. Baxter

Warner L. Baxter

Attorney-in-Fact

March 2, 2009

ILLINOIS POWER COMPANY (registrant)

Date: March 2, 2009

By /s/ Scott A. Cisel

Scott A. Cisel

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>/s/ Scott A. Cisel</u> Scott A. Cisel	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2009
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<u>/s/ Warner L. Baxter</u> Warner L. Baxter	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	March 2, 2009
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<u>/s/ Martin J. Lyons</u> Martin J. Lyons	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 2, 2009
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<u>*</u> Daniel F. Cole	Director	March 2, 2009
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<u>*</u> Steven R. Sullivan	Director	March 2, 2009
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<u>*By /s/ Warner L. Baxter</u> Warner L. Baxter Attorney-in-Fact		March 2, 2009
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EXHIBIT INDEX

The documents listed below are being filed or have previously been filed on behalf of the Ameren Companies and are incorporated herein by reference from the documents indicated and made a part hereof. Exhibits not identified as previously filed are filed herewith:

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
Articles of Incorporation/ By-Laws			
3.1(i)	Ameren	Restated Articles of Incorporation of Ameren	File No. 33-64165, Annex F
3.2(i)	Ameren	Certificate of Amendment to Ameren's Restated Articles of Incorporation filed December 14, 1997	1998 Form 10-K, Exhibit 3(i), File No. 1-14756
3.3(i)	UE	Restated Articles of Incorporation of UE	1993 Form 10-K, Exhibit 3(i), File No. 1-2967
3.4(i)	CIPS	Restated Articles of Incorporation of CIPS	March 31, 1994 Form 10-Q, Exhibit 3(b), File No. 1-3672
3.5(i)	Genco	Articles of Incorporation of Genco	Exhibit 3.1, Form S-4, File No. 333-56594
3.6(i)	Genco	Amendment to Articles of Incorporation of Genco filed April 19, 2000	Exhibit 3.2, Form S-4, File No. 333-56594
3.7(i)	CILCORP	Articles of Incorporation of CILCORP, as amended to May 2, 1991	Exhibit 3.1, File No. 333-90373
3.8(i)	CILCORP	Articles of Amendment to CILCORP's Articles of Incorporation filed November 15, 1999	1999 Form 10-K, Exhibit 3, File No. 1-8946
3.9(i)	CILCO	Articles of Incorporation of CILCO as amended May 29, 1998	1998 Form 10-K, Exhibit 3, File No. 1-2732
3.10(i)	IP	Amended and Restated Articles of Incorporation of IP, dated September 7, 1994	September 7, 1994 Form 8-K, Exhibit 3(a), File No. 1-3004
3.11(i)	IP	Articles of Amendment to IP's Amended and Restated Articles of Incorporation filed March 28, 2002	Exhibit 4.1(ii), File No. 333-84008
3.12(ii)	Ameren	By-Laws of Ameren as amended effective October 10, 2008	October 14, 2008 Form 8-K, Exhibit 3.1(ii), File No. 1-14756
3.13(ii)	UE	By-Laws of UE as amended July 28, 2008	July 29, 2008 Form 8-K, Exhibit 3.1(ii), File No. 1-2967
3.14(ii)	CIPS	By-Laws of CIPS as amended July 28, 2008	July 29, 2008 Form 8-K, Exhibit 3.2(ii), File No. 1-3672
3.15(ii)	Genco	By-Laws of Genco as amended to October 8, 2004	September 30, 2004 Form 10-Q, Exhibit 3.1, File No. 333-56594
3.16(ii)	CILCORP	By-Laws of CILCORP as amended as of October 8, 2004	September 30, 2004 Form 10-Q, Exhibit 3.2, File No. 1-8946
3.17(ii)	CILCO	By-Laws of CILCO as amended effective July 28, 2008	July 29, 2008 Form 8-K, Exhibit 3.3(ii), File No. 1-2732
3.18(ii)	IP	By-Laws of IP as amended July 28, 2008	July 29, 2008 Form 8-K, Exhibit 3.4(ii), File No. 1-3004

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
Instruments Defining Rights of Security Holders, Including Indentures			
4.1	Ameren	Indenture of Ameren with The Bank of New York Mellon Trust Company, N.A., as successor trustee, relating to senior debt securities dated as of December 1, 2001 (Ameren's Senior Indenture)	Exhibit 4.5, File No. 333-81774
4.2	Ameren	First Supplemental Indenture to Ameren's Senior Indenture dated as of May 19, 2008	June 30, 2008 Form 10-Q, Exhibit 4.1, File No. 1-14756
4.3	Ameren UE	Indenture of Mortgage and Deed of Trust dated June 15, 1937 (UE Mortgage), from UE to The Bank of New York Mellon, as successor trustee, as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941	Exhibit B-1, File No. 2-4940
4.4	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of April 1, 1971	April 1971 Form 8-K, Exhibit 6, File No. 1-2967
4.5	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of February 1, 1974	February 1974 Form 8-K, Exhibit 3, File No. 1-2967
4.6	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of July 7, 1980	Exhibit 4.6, File No. 2-69821
4.7	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of May 1, 1993	1993 Form 10-K, Exhibit 4.6, File No. 1-2967
4.8	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of October 1, 1993	1993 Form 10-K, Exhibit 4.8, File No. 1-2967
4.9	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of February 1, 2000	2000 Form 10-K, Exhibit 4.1, File No. 1-2967
4.10	Ameren UE	Supplemental Indenture to the UE Mortgage dated August 15, 2002	August 23, 2002 Form 8-K, Exhibit 4.3, File No. 1-2967
4.11	Ameren UE	Supplemental Indenture to the UE Mortgage dated March 5, 2003	March 11, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.12	Ameren UE	Supplemental Indenture to the UE Mortgage dated April 1, 2003	April 10, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.13	Ameren UE	Supplemental Indenture to the UE Mortgage dated July 15, 2003	August 4, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.14	Ameren UE	Supplemental Indenture to the UE Mortgage dated October 1, 2003	October 8, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.15	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004A (1998A) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.1, File No. 1-2967
4.16	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004B (1998B) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.2, File No. 1-2967

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.17	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004C (1998C) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.3, File No. 1-2967
4.18	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004D (2000B) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.4, File No. 1-2967
4.19	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004E (2000A) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.5, File No. 1-2967
4.20	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004F (2000C) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.6, File No. 1-2967
4.21	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004G (1991) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.7, File No. 1-2967
4.22	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004H (1992) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.8, File No. 1-2967
4.23	Ameren UE	Supplemental Indenture to the UE Mortgage dated May 1, 2004	May 18, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.24	Ameren UE	Supplemental Indenture to the UE Mortgage dated September 1, 2004	September 23, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.25	Ameren UE	Supplemental Indenture to the UE Mortgage dated January 1, 2005	January 27, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.26	Ameren UE	Supplemental Indenture to the UE Mortgage dated July 1, 2005	July 21, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.27	Ameren UE	Supplemental Indenture to the UE Mortgage dated December 1, 2005	December 9, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.28	Ameren UE	Supplemental Indenture to the UE Mortgage dated June 1, 2007	June 15, 2007 Form 8-K, Exhibit 4.5, File No. 1-2967
4.29	Ameren UE	Supplemental Indenture to the UE Mortgage dated April 11, 2008	April 18, 2008 Form 8-K, Exhibit 4.7, File No. 1-2967
4.30	Ameren UE	Supplemental Indenture to the UE Mortgage dated June 1, 2008	June 19, 2008 Form 8-K, Exhibit 4.5, File No. 1-2967
4.31	Ameren UE	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 Bank N.A. as successor trustee to Mercantile Bank of St. Louis, N. A.	1992 Form 10-K, Exhibit 4.37, File No. 1-2967

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.32	Ameren UE	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, Exhibit 4.9, File No. 1-2967
4.33	Ameren UE	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 Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N.A.	1992 Form 10-K, Exhibit 4.38, File No. 1-2967
4.34	Ameren UE	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, Exhibit 4.10, File No. 1-2967
4.35	Ameren UE	Series 1998A Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.28, File No. 1-2967
4.36	Ameren UE	First Amendment dated as of February 1, 2004, to Series 1998A Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	March 31, 2004 Form 10-Q, Exhibit 4.11, File No. 1-2967
4.37	Ameren UE	Series 1998B Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.29, File No. 1-2967
4.38	Ameren UE	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, Exhibit 4.12, File No. 1-2967
4.39	Ameren UE	Series 1998C Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.30, File No. 1-2967
4.40	Ameren UE	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, Exhibit 4.13, File No. 1-2967
4.41	Ameren UE	Indenture dated as of August 15, 2002, from UE to The Bank of New York Mellon Trust Company, N.A., as successor trustee (relating to senior secured debt securities)	August 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-2967

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.42	Ameren UE	UE Company Order dated August 22, 2002, establishing the 5.25% Senior Secured Notes due 2012 (including the global note)	August 23, 2002 Form 8-K, Exhibit 4.2, File No. 1-2967
4.43	Ameren UE	UE Company Order dated March 10, 2003, establishing the 5.50% Senior Secured Notes due 2034 (including the global note)	March 11, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.44	Ameren UE	UE Company Order dated April 9, 2003, establishing the 4.75% Senior Secured Notes due 2015 (including the global note)	April 10, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.45	Ameren UE	UE Company Order dated July 28, 2003, establishing the 5.10% Senior Secured Notes due 2018 (including the global note)	August 4, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.46	Ameren UE	UE Company Order dated October 7, 2003, establishing the 4.65% Senior Secured Notes due 2013 (including the global note)	October 8, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.47	Ameren UE	UE Company Order dated May 13, 2004, establishing the 5.50% Senior Secured Notes due 2014 (including the global note)	May 18, 2004 Form 8-K, Exhibits 4.2 and 4.3, No. 1-2967
4.48	Ameren UE	UE Company Order dated September 1, 2004, establishing the 5.10% Senior Secured Notes due 2019 (including the global note)	September 23, 2004 Form 8-K, Exhibits 4.2 and 4.3, No. 1-2967
4.49	Ameren UE	UE Company Order dated January 27, 2005, establishing the 5.00% Senior Secured Notes due 2020 (including the global note)	January 27, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.50	Ameren UE	UE Company Order dated July 21, 2005, establishing the 5.30% Senior Secured Notes due 2037 (including the global note)	July 21, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.51	Ameren UE	UE Company Order dated December 8, 2005, establishing the 5.40% Senior Secured Notes due 2016 (including the global note)	December 9, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.52	Ameren UE	UE Company Order dated June 15, 2007, establishing the 6.40% Senior Secured Notes due 2017 (including the global note)	June 15, 2007 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.53	Ameren UE	UE Company Order dated April 8, 2008, establishing the 6.00% Senior Secured Notes due 2018 (including the global note)	April 18, 2008 Form 8-K, Exhibits 4.3 and 4.5, File No. 1-2967
4.54	Ameren UE	UE Company Order dated June 19, 2008, establishing the 6.70% Senior Secured Notes due 2019 (including the global note)	June 19, 2008 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.55	Ameren CIPS	Indenture of Mortgage and Deed of Trust dated October 1, 1941, from CIPS to U.S. Bank National Association and Richard Prokosch, as successor trustees (CIPS Mortgage)	Exhibit 2.01, File No. 2-60232
4.56	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated September 1, 1947	Amended Exhibit 7(b), File No. 2-7341
4.57	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated January 1, 1949	Second Amended Exhibit 7.03, File No. 2-7795
4.58	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated June 1, 1965	Amended Exhibit 2.02, File No. 2-23569
4.59	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated April 1, 1971	Amended Exhibit 2.02, File No. 2-39587
4.60	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated December 1, 1973	Exhibit 2.03, File No. 2-60232
4.61	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated February 1, 1980	Exhibit 2.02(a), File No. 2-66380
4.62	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated May 15, 1992	May 15, 1992 Form 8-K, Exhibit 4.02, File No. 1-3672
4.63	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated June 1, 1997	June 6, 1997 Form 8-K, Exhibit 4.03, File No. 1-3672
4.64	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated December 1, 1998	Exhibit 4.2, File No. 333-59438
4.65	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated June 1, 2001	June 30, 2001 Form 10-Q, Exhibit 4.1, File No. 1-3672
4.66	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated October 1, 2004	2004 Form 10-K, Exhibit 4.91, File No. 1-3672
4.67	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated June 1, 2006	June 19, 2006 Form 8-K, Exhibit 4.9, File No. 1-3672
4.68	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated August 1, 2006	September 8, 2006 Form 8-K, Exhibit 4.4, File No. 1-3672
4.69	Ameren CIPS	Supplemental Indenture to the CIPS Mortgage, dated March 1, 2007	March 14, 2007 Form 8-K, Exhibit 4.2, File No. 1-3672
4.70	Ameren CIPS	Indenture dated as of December 1, 1998, from CIPS to The Bank of New York Mellon Trust Company, N.A., as successor trustee (CIPS Indenture)	Exhibit 4.4, File No. 333-59438

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.71	Ameren CIPS	CIPS Global Note, dated December 22, 1998, representing Senior Secured Notes, 5.375% due 2008	Exhibit 4.5, File No. 333-59438
4.72	Ameren CIPS	CIPS Global Note, dated December 22, 1998, representing Senior Secured Notes, 6.125% due 2028	Exhibit 4.6, File No. 333-59438
4.73	Ameren CIPS	First Supplemental Indenture to the CIPS Indenture, dated as of June 14, 2006	June 19, 2006 Form 8-K, Exhibit 4.2, File No. 1-3672
4.74	Ameren CIPS	CIPS Company Order, dated June 14, 2006, establishing 6.70% Series Secured Notes due 2036	June 19, 2006 Form 8-K, Exhibit 4.5, File No. 1-3672
4.75	Ameren Genco	Indenture dated as of November 1, 2000, from Genco to The Bank of New York Mellon Trust Company, N.A., as successor trustee (Genco Indenture)	Exhibit 4.1, File No. 333-56594
4.76	Ameren Genco	First Supplemental Indenture dated as of November 1, 2000, to Genco Indenture, relating to Genco's 8.35% Senior Notes, Series B due 2010	Exhibit 4.2, File No. 333-56594
4.77	Ameren Genco	Second Supplemental Indenture dated as of June 12, 2001, to Genco Indenture, relating to Genco's 8.35% Senior Note, Series D due 2010	Exhibit 4.3, File No. 333-56594
4.78	Ameren Genco	Third Supplemental Indenture dated as of June 1, 2002, to Genco Indenture, relating to Genco's 7.95% Senior Notes, Series E due 2032	June 30, 2002 Form 10-Q, Exhibit 4.1, File No. 333-56594
4.79	Ameren Genco	Fourth Supplemental Indenture dated as of January 15, 2003, to Genco Indenture, relating to Genco 7.95% Senior Notes, Series F due 2032	2002 Form 10-K, Exhibit 4.5, File No. 333-56594
4.80	Ameren Genco	Fifth Supplemental Indenture dated as of April 1, 2008, to Genco Indenture, relating to Genco 7.00% Senior Notes, Series G due 2018	April 9, 2008 Form 8-K, Exhibit 4.2, File No. 333-56594
4.81	Ameren Genco	Sixth Supplemental Indenture, dated as of July 7, 2008, to Genco Indenture, relating to Genco 7.00% Senior Notes, Series H due 2018	Exhibit No. 4.55, File No. 333-155416

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.82	Ameren CILCORP	Indenture, dated as of October 18, 1999, between Midwest Energy, Inc., and The Bank of New York Mellon Trust Company, N.A., as successor trustee, and First Supplemental Indenture, dated as of October 18, 1999, between CILCORP and The Bank of New York Mellon Trust Company, N.A., as successor trustee	Exhibits 4.1 and 4.2, File No. 333-90373
4.83	Ameren CILCO	Indenture of Mortgage and Deed of Trust between Illinois Power Company (predecessor in interest to CILCO) and Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as trustee, dated as of April 1, 1933 (CILCO Mortgage), Supplemental Indenture between the same parties dated as of June 30, 1933, Supplemental Indenture between CILCO and the trustee, dated as of July 1, 1933, Supplemental Indenture between the same parties dated as of January 1, 1935, and Supplemental Indenture between the same parties dated as of April 1, 1940	Exhibit B-1, Registration No. 2-1937; Exhibit B-1(a), Registration No. 2-2093; and Exhibit A, April 1940 Form 8-K, File No. 1-2732
4.84	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated December 1, 1949	December 1949 Form 8-K, Exhibit A, File No. 1-2732
4.85	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated July 1, 1957	July 1957 Form 8-K, Exhibit A, File No. 1-2732
4.86	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated February 1, 1966	February 1966 Form 8-K, Exhibit A, File No. 1-2732
4.87	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated January 15, 1992	January 30, 1992 Form 8-K, Exhibit 4(b), File No. 1-2732
4.88	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated October 1, 2004	2004 Form 10-K, Exhibit 4.121, File No. 1-2732
4.89	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated June 1, 2006	June 19, 2006 Form 8-K, Exhibit 4.11, File No. 1-2732
4.90	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated August 1, 2006	September 8, 2006 Form 8-K, Exhibit 4.2, File No. 1-2732
4.91	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated March 1, 2007	March 14, 2007 Form 8-K, Exhibit 4.4, File No. 1-2732

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.92	Ameren CILCO	Supplemental Indenture to the CILCO Mortgage, dated December 1, 2008	December 9, 2008 Form 8-K, Exhibit 4.5, File No. 1-2732
4.93	Ameren CILCO	Indenture dated as of June 1, 2006, from CILCO to The Bank of New York Mellon Trust Company, N.A., as successor trustee	June 19, 2006 Form 8-K, Exhibit 4.3, File No. 1-2732
4.94	Ameren CILCO	CILCO Company Order, dated June 14, 2006, establishing the 6.20% Senior Secured Notes due 2016 (including the global note) and the 6.70% Senior Secured Notes due 2036 (including the global note)	June 19, 2006 Form 8-K, Exhibit 4.6, File No. 1-2732
4.95	Ameren CILCO	CILCO Company Order, dated December 9, 2008, establishing the 8.875% Senior Secured Notes due 2013 (including the global note)	December 9, 2008 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2732
4.96	Ameren IP	General Mortgage Indenture and Deed of Trust dated as of November 1, 1992 between IP and The Bank of New York Mellon Trust Company, N.A., as successor trustee (IP Mortgage)	1992 Form 10-K, Exhibit 4(cc), File No. 1-3004
4.97	Ameren IP	Supplemental Indenture dated as of April 1, 1997, to IP Mortgage for the series P, Q and R bonds	March 31, 1997 Form 10-Q, Exhibit 4(b), File No. 1-3004
4.98	Ameren IP	Supplemental Indenture dated as of March 1, 1998, to IP Mortgage for the series S bonds	Exhibit 4.41, File No. 333-71061
4.99	Ameren IP	Supplemental Indenture dated as of March 1, 1998, to IP Mortgage for the series T bonds	Exhibit 4.42, File No. 333-71061
4.100	Ameren IP	Supplemental Indenture dated as of June 15, 1999, to IP Mortgage for the 7.50% bonds due 2009	June 30, 1999 Form 10-Q, Exhibit 4.2, File No. 1-3004
4.101	Ameren IP	Supplemental Indenture dated as of July 15, 1999, to IP Mortgage for the series U bonds	June 30, 1999 Form 10-Q, Exhibit 4.4, File No. 1-3004
4.102	Ameren IP	Supplemental Indenture dated as of May 1, 2001 to IP Mortgage for the series W bonds	2001 Form 10-K, Exhibit 4.19, File No. 1-3004
4.103	Ameren IP	Supplemental Indenture dated as of May 1, 2001, to IP Mortgage for the series X bonds	2001 Form 10-K, Exhibit 4.20, File No. 1-3004
4.104	Ameren IP	Supplemental Indenture dated as of December 15, 2002, to IP Mortgage for the 11.50% bonds due 2010	December 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-3004
4.105	Ameren IP	Supplemental Indenture dated as of June 1, 2006, to IP Mortgage for the series AA bonds	June 19, 2006 Form 8-K, Exhibit 4.13, File No. 1-3004

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.106	Ameren IP	Supplemental Indenture dated as of August 1, 2006, to IP Mortgage for the 2006 credit agreement series bonds	September 8, 2006 Form 8-K, Exhibit 4.6, File No. 1-3004
4.107	Ameren IP	Supplemental Indenture dated as of March 1, 2007, to IP Mortgage for the 2007 credit agreement series bonds	March 14, 2007 Form 8-K, Exhibit 4.6, File No. 1-3004
4.108	Ameren IP	Supplemental Indenture dated as of November 15, 2007, to IP Mortgage for the series BB bonds	November 20, 2007 Form 8-K, Exhibit 4.4, File No. 1-3004
4.109	Ameren IP	Supplemental Indenture dated as of April 1, 2008, to IP Mortgage for the series CC bonds	April 8, 2008 Form 8-K, Exhibit 4.9, File No. 1-3004
4.110	Ameren IP	Supplemental Indenture dated as of October 1, 2008, to IP Mortgage for the series DD bonds	October 23, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.111	Ameren IP	Indenture, dated as of June 1, 2006 from IP to The Bank of New York Mellon Trust Company, N.A., as successor trustee	June 19, 2006 Form 8-K, Exhibit 4.4, File No. 1-3004
4.112	Ameren IP	IP Company Order, dated June 14, 2006, establishing the 6.25% Senior Secured Notes due 2016 (including the global note)	June 19, 2006 Form 8-K, Exhibit 4.7, File No. 1-3004
4.113	Ameren IP	IP Company Order, dated November 15, 2007, establishing the 6.125% Senior Secured Notes due 2017 (including the global note)	November 20, 2007 Form 8-K, Exhibit 4.2, File No. 1-3004
4.114	Ameren IP	IP Company Order, dated April 8, 2008, establishing the 6.25% Senior Secured Notes due 2018 (including the global note)	April 8, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.115	Ameren IP	IP Company Order dated October 23, 2008, establishing the 9.75% Senior Secured Notes due 2018 (including the global note)	October 23, 2008 Form 8-K, Exhibit 4.2, File No. 1-3004
4.116	Ameren CIPS Genco	Amended and Restated Genco Subordinated Promissory Note dated as of May 1, 2005	May 2, 2005 Form 8-K, Exhibit 4.1, File No. 1-14756
Material Contracts			
10.1	Ameren Genco	Amended and Restated Power Supply Agreement, dated March 28, 2008, between Marketing Company and Genco	March 28, 2008 Form 8-K, Exhibit 10.3, File No. 1-14756
10.2	Ameren IP	Unilateral Borrowing Agreement by and among Ameren, IP and Ameren Services, dated as of September 30, 2004	October 1, 2004 Form 8-K, Exhibit 10.3, File No. 1-3004

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.3	Ameren Companies	Third Amended Ameren Corporation System Utility Money Pool Agreement, as amended September 30, 2004	October 1, 2004 Form 8-K, Exhibit 10.2, File No. 1-14756
10.4	Ameren Genco CILCORP	Ameren Corporation System Amended and Restated Non-Regulated Subsidiary Money Pool Agreement, dated March 1, 2008	March 31, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.5	Ameren UE Genco	Amended and Restated Five-Year Revolving Credit Agreement, dated as of July 14, 2006, currently among Ameren, UE, Genco and JPMorgan Chase Bank, N.A., as administrative agent	July 18, 2006 Form 8-K, Exhibit 10.1, File No. 1-14756
10.6	Ameren CILCORP CILCO	Collateral Agency Agreement, dated as of July 14, 2006, between AERG and The Bank of New York Mellon Trust Company, N.A., as collateral agent	July 18, 2006 Form 8-K, Exhibit 10.6, File No. 2-95569
10.7	Ameren CILCORP CILCO	Collateral Agency Agreement Supplement, dated as of February 9, 2007, between AERG and The Bank of New York Mellon Trust Company, N.A., as collateral agent	February 13, 2007 Form 8-K, Exhibit 10.3, File No. 1-14756
10.8	Ameren CIPS CILCORP CILCO IP	Credit Agreement - Illinois Facility, dated as of July 14, 2006, among CIPS, CILCO, IP, AERG, CILCORP and JPMorgan Chase Bank, N.A., as administrative agent (2006 Illinois Credit Agreement)	July 18, 2006 Form 8-K, Exhibit 10.2, File No. 1-14756
10.9	Ameren CIPS CILCORP CILCO IP	Amendment dated as of March 26, 2008 to 2006 Illinois Credit Agreement	March 28, 2008 Form 8-K, Exhibit 10.1, File No. 1-14756
10.10	Ameren CIPS CILCORP CILCO IP	Credit Agreement - Illinois Facility, dated as of February 9, 2007, among CIPS, CILCO, IP, AERG, CILCORP and JPMorgan Chase Bank, N.A., as administrative agent (2007 Illinois Credit Agreement)	February 13, 2007 Form 8-K, Exhibit 10.1, File No. 1-14756
10.11	Ameren CIPS CILCORP CILCO IP	Amendment dated as of March 26, 2008 to 2007 Illinois Credit Agreement	March 28, 2008 Form 8-K, Exhibit 10.2, File No. 1-14756
10.12	Ameren	Credit Agreement dated as of June 25, 2008, between Ameren and JPMorgan Chase Bank, N.A., as agent	June 27, 2008 Form 8-K, Exhibit 10.1, File No. 1-14756
10.13	Ameren CILCORP CILCO	Pledge Agreement dated as of October 18, 1999, between CILCORP and The Bank of New York Mellon, as collateral agent	October 29, 1999 Form 8-K, Exhibit 10.1, File No. 2-95569

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.14	Ameren CILCORP CILCO	Pledge Agreement Supplement, dated as of July 14, 2006, between CILCORP and The Bank of New York Mellon, as Collateral Agent	July 18, 2006 Form 8-K, Exhibit 10.3, File No. 2-95569
10.15	Ameren CILCORP CILCO	Pledge Agreement Supplement, dated as of February 9, 2007, between CILCORP and The Bank of New York Mellon, as Collateral Agent	February 13, 2007 Form 8-K, Exhibit 10.2, File No. 1-14756
10.16	Ameren CILCORP CILCO	Open-Ended Mortgage, Security Agreement, Assignment of Rents and Leases and Fixtures Filing (Illinois) - E.D. Edwards plant, dated as of July 14, 2006, by and from AERG to The Bank of New York Mellon Trust Company, N.A., as agent	July 18, 2006 Form 8-K, Exhibit 10.4, File No. 2-95569
10.17	Ameren CILCORP CILCO	Open-Ended Mortgage, Security Agreement, Assignment of Rents and Leases and Fixtures Filing (Illinois) - Duck Creek plant, dated as of July 14, 2006, by and from AERG to The Bank of New York Mellon Trust Company, N.A., as agent	July 18, 2006 Form 8-K, Exhibit 10.5, File No. 2-95569
10.18	Ameren	*Summary Sheet of Ameren Corporation Non-Management Director Compensation revised on August 8, 2008	September 30, 2008 Form 10-Q, Form 8-K, Exhibit 10.1, File No. 1-14756
10.19	Ameren Companies	*Ameren's Long-Term Incentive Plan of 1998	1998 Form 10-K, Exhibit 10.1, File No. 1-14756
10.20	Ameren Companies	*First Amendment to Ameren's Long-Term Incentive Plan of 1998	February 16, 2006 Form 8-K, Exhibit 10.6, File No. 1-14756
10.21	Ameren Companies	*Form of Restricted Stock Award under Ameren's Long-Term Incentive Plan of 1998	February 14, 2005 Form 8-K, Exhibit 10.1, File No. 1-14756
10.22	Ameren	*Ameren's Deferred Compensation Plan for Members of the Board of Directors amended and restated effective January 1, 2009, dated June 13, 2008	June 30, 2008 Form 10-Q, Exhibit 10.3, File No. 1-14756
10.23	Ameren Companies	*Ameren's Deferred Compensation Plan for Members of the Ameren Leadership Team as amended and restated effective January 1, 2001	2000 Form 10-K, Exhibit 10.1, File No. 1-14756
10.24	Ameren Companies	*Ameren's Executive Incentive Compensation Program Elective Deferral Provisions for Members of the Ameren Leadership Team as amended and restated effective January 1, 2001	2000 Form 10-K, Exhibit 10.2, File No. 1-14756

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.25	Ameren Companies	*Ameren 2007 Deferred Compensation Plan	December 5, 2006 Form 8-K, Exhibit 10.1, File No. 1-14756
10.26	Ameren Companies	*Ameren 2008 Deferred Compensation Plan	June 30, 2008 Form 10-Q, Exhibit 10.2, File No. 1-14756
10.27	Ameren Companies	*2004 Ameren Executive Incentive Plan	2003 Form 10-K, Exhibit 10.7, File No. 1-14756
10.28	Ameren Companies	*2005 Ameren Executive Incentive Plan	February 14, 2005 Form 8-K, Exhibit 10.2, File No. 1-14756
10.29	Ameren Companies	*2006 Ameren Executive Incentive Plan	February 16, 2006 Form 8-K, Exhibit 10.2, File No. 1-14756
10.30	Ameren Companies	*2007 Executive Incentive Compensation Plan	February 15, 2007 Form 8-K, Exhibit 99.3, File No. 1-14756
10.31	Ameren Companies	*2008 Executive Incentive Compensation Plan	December 18, 2007 Form 8-K, Exhibit 99.1, File No. 1-14756
10.32	Ameren Companies	*2009 Executive Incentive Compensation Plan	February 19, 2009 Form 8-K, Exhibit 10.1, File No. 1-14756
10.33	Ameren Companies	*2005 and 2006 Base Salary Table for Named Executive Officers and 2006 Executive Officer Bonus Targets	December 15, 2005 Form 8-K, Exhibit 10.1, File No. 1-14756
10.34	Ameren Companies	*2007 Base Salary Table for Named Executive Officers	March 31, 2007 Form 10-Q, Exhibit 10.2, File No. 1-14756
10.35	Ameren Companies	*2008 Base Salary Table for Named Executive Officers	2008 Form 10-K, Exhibit 10.31, File No. 1-14756
10.36	Ameren Companies	*2009 Base Salary Table for Named Executive Officers	
10.37	Ameren Companies	*Second Amended and Restated Ameren Corporation Change of Control Severance Plan	
10.38	Ameren Companies	*Table of 2005 Cash Bonus Awards and 2006 Performance Share Unit Awards Issued to Named Executive Officers	February 16, 2006 Form 8-K, Exhibit 10.1, File No. 1-14756
10.39	Ameren Companies	*Table of Target 2007 Performance Share Unit Awards Issued to Named Executive Officers	February 15, 2007 Form 8-K, Exhibit 99.4, File No. 1-14756
10.40	Ameren Companies	*Table of Target 2008 Performance Share Unit Awards Issued to Named Executive Officers	February 14, 2008 Form 8-K, Exhibit 99.1, File No. 1-14756
10.41	Ameren Companies	*Ameren Corporation 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.3, File No. 1-14756
10.42	Ameren Companies	*Form of Performance Share Unit Award Issued in 2006-2008 Pursuant to 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.4, File No. 1-14756

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.43	Ameren Companies	*Ameren Supplemental Retirement Plan amended and restated effective January 1, 2008, dated June 13, 2008	June 30, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.44	Ameren Companies	*First Amendment to amended and restated Ameren Supplemental Retirement Plan dated October 24, 2008	
10.45	Ameren CILCORP CILCO	*CILCO Executive Deferral Plan as amended effective August 15, 1999	1999 Form 10-K, Exhibit 10, File No. 1-2732
10.46	Ameren CILCORP CILCO	*CILCO Executive Deferral Plan II as amended effective April 1, 1999	1999 Form 10-K, Exhibit 10(a), File No. 1-2732
10.47	Ameren CILCORP CILCO	*CILCO Restructured Executive Deferral Plan (approved August 15, 1999)	1999 Form 10-K, Exhibit 10(e), File No. 1-2732
Statement re: Computation of Ratios			
12.1	Ameren	Ameren's Statement of Computation of Ratio of Earnings to Fixed Charges	
12.2	UE	UE's Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
12.3	CIPS	CIPS' Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
12.4	Genco	Genco's Statement of Computation of Ratio of Earnings to Fixed Charges	
12.5	CILCORP	CILCORP's Statement of Computation of Ratio of Earnings to Fixed Charges	
12.6	CILCO	CILCO's Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
12.7	IP	IP's Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
Code of Ethics			
14.1	Ameren Companies	Code of Ethics amended as of June 11, 2004	June 30, 2004 Form 10-Q, Exhibit 14.1, File No. 1-14756

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
Subsidiaries of the Registrant			
21.1	Ameren Companies	Subsidiaries of Ameren	
Consent of Experts and Counsel			
23.1	Ameren	Consent of Independent Registered Public Accounting Firm with respect to Ameren	
23.2	UE	Consent of Independent Registered Public Accounting Firm with respect to UE	
23.3	CIPS	Consent of Independent Registered Public Accounting Firm with respect to CIPS	
23.4	Genco	Consent of Independent Registered Public Accounting Firm with respect to Genco	
23.5	CILCO	Consent of Independent Registered Public Accounting Firm with respect to CILCO	
23.6	IP	Consent of Independent Registered Public Accounting Firm with respect to IP	
Power of Attorney			
24.1	Ameren	Power of Attorney with respect to Ameren	
24.2	UE	Power of Attorney with respect to UE	
24.3	CIPS	Power of Attorney with respect to CIPS	
24.4	Genco	Power of Attorney with respect to Genco	
24.5	CILCORP	Power of Attorney with respect to CILCORP	
24.6	CILCO	Power of Attorney with respect to CILCO	
24.7	IP	Power of Attorney with respect to IP	
Rule 13a-14(a)/15d-14(a) Certifications			
31.1	Ameren	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren	
31.2	Ameren	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren	
31.3	UE	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of UE	
31.4	UE	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of UE	

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
31.5	CIPS	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CIPS	
31.6	CIPS	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CIPS	
31.7	Genco	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Genco	
31.8	Genco	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Genco	
31.9	CILCORP	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCORP	
31.10	CILCORP	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCORP	
31.11	CILCO	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCO	
31.12	CILCO	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCO	
31.13	IP	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of IP	
31.14	IP	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of IP	
Section 1350 Certifications			
32.1	Ameren	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Ameren	
32.2	UE	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of UE	
32.3	CIPS	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of CIPS	
32.4	Genco	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Genco	
32.5	CILCORP	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of CILCORP	

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
32.6	CILCO	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of CILCO	
32.7	IP	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of IP	
Additional Exhibits			
99.1	Ameren CILCORP CILCO	Amended and Restated Power Supply Agreement, dated March 28, 2008, between Marketing Company and AERG	March 28, 2008 Form 8-K, Exhibit 99.1, File No. 1-14756

The file number references for the Ameren Companies' filings with the SEC are: Ameren, 1-14756; UE, 1-2967; CIPS, 1-3672; Genco, 333-56594; CILCORP, 2-95569; CILCO, 1-2732; and IP, 1-3004.

*Management compensatory plan or arrangement.

Each registrant hereby undertakes to furnish to the SEC upon request a copy of any long-term debt instrument not listed above that such registrant has not filed as an exhibit pursuant to the exemption provided by Item 601(b)(4)(iii)(A) of Regulation S-K.

2009 BASE SALARY TABLE FOR NAMED EXECUTIVE OFFICERS

On December 12, 2008, the Human Resources Committee of the Board of Directors of Ameren Corporation (Committee) approved the 2009 annual base salaries of the following Named Executive Officers of Ameren Corporation (Ameren), Union Electric Company (UE), Central Illinois Public Service Company (CIPS), Ameren Energy Generating Company (Genco), CILCORP Inc. (CILCORP), Central Illinois Light Company (CILCO) and Illinois Power Company (IP) (which officers were determined to the extent applicable by reference to the Ameren Proxy Statement and the UE, CIPS and CILCO Information Statements, each dated March 6, 2008, for the 2008 annual meetings of shareholders and by reference to the definition of "Named Executive Officer" in Item 402(a)(3) of SEC Regulation S-K).

<u>Name and Position</u>	<u>2009 Base Salary</u>
Gary L. Rainwater Chairman, President and Chief Executive Officer - Ameren and CILCORP	\$ 940,000*
Warner L. Baxter Executive Vice President and Chief Financial Officer - Ameren, UE, CIPS, Genco, CILCORP, CILCO and IP	\$ 552,933*
Thomas R. Voss Executive Vice President and Chief Operating Officer - Ameren; Chairman, President and Chief Executive Officer of UE	\$ 477,400*
Steven R. Sullivan Senior Vice President, General Counsel and Secretary - Ameren, UE, CIPS, Genco, CILCORP, CILCO and IP	\$ 417,133*
Charles D. Naslund President (principal executive officer) - Genco; and until 07/01/08, Senior Vice President and Chief Nuclear Officer - UE	\$ 427,267*
Daniel F. Cole Senior Vice President - UE, CIPS, Genco, CILCORP, CILCO and IP	\$ 350,800
Scott A. Cisel Chairman, President and Chief Executive Officer - CIPS, CILCO and IP	\$ 387,000
Jerre E. Birdsong Vice President and Treasurer - Ameren, UE, CIPS, Genco, CILCORP, CILCO and IP	\$ 297,200

* On February 12, 2009, the Committee, due to the current business environment, revised downward the annual base salary payable to such Named Executive Officer, effective March 1, 2009, to the base salary level payable to such named Named Executive Officer at the end of the 2008 fiscal year (2008 base salary). Consequently, the 2009 base salary payable to such named Executive Officer is the same as such Named Executive Officer's 2008 base salary, except that for the first two months of fiscal 2009 such Named Executive Officer's base salary was higher as approved by the Committee on December 12, 2008. The 2009 base salaries for certain of the Ameren Named Executive Officers may be subject to adjustment as may be disclosed by Ameren in its Current Report on Form 8-K dated March 2, 2009.

**SECOND AMENDED AND RESTATED AMEREN CORPORATION
CHANGE OF CONTROL SEVERANCE PLAN**

Introduction

The Board of Directors of Ameren Corporation recognizes that, as is the case with many publicly held corporations, there exists the possibility of a Change of Control of the Company. This possibility and the uncertainty it creates may result in the loss or distraction of senior executives of the Company, to the detriment of the Company and its shareholders.

The Board considers the avoidance of such loss and distraction to be essential to protecting and enhancing the best interests of the Company and its shareholders. The Board also believes that when a Change of Control is perceived as imminent, or is occurring, the Board should be able to receive and rely on impartial service from senior executives regarding the best interests of the Company and its shareholders, without concern that senior executives might be distracted or concerned by the personal uncertainties and risks created by the perception of an imminent or occurring Change of Control.

In addition, the Board believes that it is consistent with the Company's employment practices and policies and in the best interests of the Company and its shareholders to treat fairly its employees whose employment terminates in connection with or following a Change of Control.

Accordingly, the Board has determined that appropriate steps should be taken to assure the Company of the continued employment and attention and dedication to duty of its senior executives and to seek to ensure the availability of their continued service, notwithstanding the possibility, threat or occurrence of a Change of Control.

Therefore, in order to fulfill the above purposes, the following plan has been developed and is hereby adopted.

**ARTICLE I
ESTABLISHMENT OF PLAN**

As of the Effective Date, the Company hereby amends and restates the Ameren Corporation Change of Control Severance Plan, as set forth in this document.

**ARTICLE II
DEFINITIONS**

As used herein, the following words and phrases shall have the following respective meanings unless the context clearly indicates otherwise.

(a) **Annual Bonus Award**. The target annual cash bonus that a Participant is eligible to earn for the year in which a Change in Control occurs pursuant to the Company's Executive Incentive Plan, the Ameren Corporation 2006 Omnibus Incentive Compensation Plan, or any successor to either such plan.

(b) **Annual Salary**. The Participant's regular annual base salary immediately prior to his or her termination of employment, including compensation converted to other benefits under a flexible pay arrangement maintained by any Employer or deferred pursuant to a written plan or agreement with any Employer.

(c) Board. The Board of Directors of the Company.

(d) Cause. The occurrence of any one or more of the following:

(i) The Participant's willful failure to substantially perform his duties with the Company (other than any such failure resulting from the Participant's Disability), after a written demand for substantial performance is delivered to the Participant that specifically identifies the manner in which the Committee believes that the Participant has not substantially performed his duties, and the Participant has failed to remedy the situation within fifteen (15) business days of such written notice from the Company;

(ii) Gross negligence in the performance of the Participant's duties which results in material financial harm to the Company;

(iii) The Participant's conviction of, or plea of guilty or *nolo contendere*, to any felony or any other crime involving the personal enrichment of the Participant at the expense of the Company or shareholders of the Company; or

(iv) The Participant's willful engagement in conduct that is demonstrably and materially injurious to the Company, monetarily or otherwise.

(e) Change of Control. The occurrence of any of the following events after the Effective Date of this Plan:

(i) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (x) the then outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (y) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (i), the following acquisitions shall not constitute a Change of Control: (A) any acquisition directly from the Company, (B) any acquisition by the Company, (C) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (D) any acquisition by any corporation pursuant to a transaction which complies with clauses (A), (B) and (C) of paragraph (iii) below; or

(ii) Individuals who, as of the Effective Date of this Plan, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of (A) an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board or (B) any agreement intended to avoid or settle any election contest; or

(iii) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company or the acquisition of assets of another corporation (a "Business Combination"), in each case, unless, following such Business Combination, (A) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (B) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination and (C) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(iv) Approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, a Change of Control shall not be deemed to occur solely because any Person (the "Subject Person") acquired beneficial ownership of more than the permitted amount of the then Outstanding Company Common Stock or the Outstanding Company Voting Securities as a result of the acquisition of shares of common stock or voting securities by the Company which, by reducing the number of shares of Outstanding Company Common Stock or the Outstanding Company Voting Securities, increases the proportional number of shares beneficially owned by the Subject Persons, provided that if a Change of Control would occur (but for the operation of this sentence) as a result of the acquisition of shares of Outstanding Company Common Stock or the Outstanding Company Voting Securities by the Company, and after such share acquisition by the Company, the Subject Person becomes the beneficial owner of any additional shares of Outstanding Company Common Stock or the Outstanding Company Voting Securities which increases the percentage of the then Outstanding Company Common Stock or the Outstanding Company Voting Securities beneficially owned by the Subject Person, then a Change of Control shall occur.

- (f) Code. The Internal Revenue Code of 1986, as amended from time to time.
- (g) Committee. The Human Resources Committee of the Board.
- (h) Company. Ameren Corporation and any successors thereto.
- (i) Date of the Change of Control. The date on which a Change of Control occurs.
- (j) Date of Termination. The date on which a Participant ceases to be an Employee.
- (k) Disability. A termination of a Participant's Employment for Disability shall have occurred if the Termination occurs because of a disability which qualifies the Participant for benefits under the Company's long-term disability plan.
- (l) Effective Date. October 1, 2008.
- (m) Employee. Any full-time, regular-benefit, non-bargaining employee of the Company or any other Employer.
- (n) Employer. The Company or any subsidiary of the Company.
- (o) Employment. The state of being an Employee.
- (p) ERISA. The Employee Retirement Income Security Act of 1974, as amended, and the regulations thereunder.
- (q) Good Reason. The occurrence after a Change in Control of the Company of any one or more of the following without the Participant's express written consent:
- (i) A net reduction of the Participant's authorities, duties, or responsibilities as an executive and/or officer of the Company from those in effect prior to the Change in Control, other than an insubstantial and inadvertent reduction that is remedied by the Company promptly after receipt of notice thereof given by the Participant;
 - (ii) The Company's requiring the Participant to be based at a location in excess of fifty (50) miles from the location of the Participant's principal job location or office immediately prior to the Change of Control; except for required travel on the Company's business to an extent substantially consistent with the Participant's then present business travel obligations;
 - (iii) Any material reduction by the Company of the Participant's Base Salary or targeted Annual Bonus Awards, in effect on the Date of the Change of Control, or as the same shall be increased from time to time;
 - (iv) The failure to provide the Participant with an annualized long-term incentive opportunity which is either essentially equivalent in value to or greater in value than the Participant's regular annualized long-term incentive opportunity in effect on

the Date of the Change of Control (for this purpose, the permissible floor value is intended to reference normal long-term incentive awards made as a part of the regular annual pay package, and not special awards that are not made on a regular basis) when calculated on a grant date basis using widely recognized valuation methodologies (e.g., Black-Scholes for options);

(v) The failure of the Company to continue in effect the aggregate value in any of the employee benefit or retirement plans in which the Participant participates prior to the Change in Control of the Company;

(vi) The failure of the Company to obtain a satisfactory agreement from any successor to the Company to assume and agree to perform the Company's obligations under this Plan, as contemplated in Article V herein; and

(vii) A material breach of this Plan by the Company which is not remedied by the Company within ten (10) business days of receipt of written notice of such breach delivered by the Participant to the Company.

In the event it is necessary to determine the value of a long-term incentive opportunity under Section q(iv) above or the aggregate value of employee benefit or retirement plans under Section q(v) above, an outside independent benefit consulting firm shall be engaged by the Company to make such determination.

(r) Multiple. With respect to any Participant, the number set forth opposite the Participant's name under the heading "Benefit Level" on Schedule I hereto.

(s) Participant. An individual who is designated as such pursuant to Section 3.1.

(t) Plan. The Ameren Corporation Change of Control Severance Plan.

(u) Retirement. A termination by Retirement shall have occurred where a Participant's termination is due to his or her late, normal or early retirement under a pension plan sponsored by the Company or any of its affiliates, as defined in such plan.

(v) Separation Benefits. The benefits described in Section 4.2 that are provided to qualifying Participants under the Plan.

(w) Separation Period. With respect to any Participant, the period beginning on a Participant's Date of Termination and ending after the expiration of a number of years equal to the Multiple for such Participant.

ARTICLE III ELIGIBILITY

3.1 Participants. Each of the individuals named on Schedule I hereto shall be a Participant in the Plan.

3.2 Duration of Participation. A Participant shall only cease to be a Participant in the Plan as a result of an amendment or termination of the Plan complying with Article VI of the Plan, or when he ceases to be an Employee, unless, at the time he ceases to

be an Employee, such Participant is entitled to payment of a Separation Benefit as provided in the Plan or there has been an event or occurrence that constitutes Good Reason which would enable the Participant to terminate his employment and receive a Separation Benefit. A Participant entitled to payment of a Separation Benefit or any other amounts under the Plan shall remain a Participant in the Plan until the full amount of the Separation Benefit and any other amounts payable under the Plan have been paid to the Participant.

ARTICLE IV SEPARATION BENEFITS

4.1 Terminations of Employment Which Give Rise to Separation Benefits Under Plan. A Participant shall be entitled to Separation Benefits as set forth in Section 4.2 below if, at any time before the second anniversary of the Date of the Change of Control, the Participant's Employment is terminated (i) by the Employer for any reason other than Cause or (ii) by the Participant within 90 days after the occurrence of Good Reason. A Participant shall not be entitled to Separation Benefits if the Participant's Employment is terminated (i) voluntarily by the Participant without Good Reason (or more than 90 days after any event which constitutes the occurrence of Good Reason) or (ii) by reason of death or Disability or (iii) by the Employer for Cause. In addition, if a Participant's employment is terminated by the Company without Cause prior to the date of a Change of Control, either (i) at the request of a third party who has indicated an intention or taken steps reasonably calculated to effect such Change of Control, or (ii) otherwise in connection with, or in anticipation of, such a Change of Control which has been threatened or proposed, such termination shall be deemed to have occurred after a Change of Control for purposes of this Plan provided a Change of Control shall actually occur.

4.2 Separation Benefits.

(a) If a Participant's employment is terminated under circumstances entitling him to Separation Benefits as provided in Section 4.1, the Company shall pay such Participant, within 30 days of the Date of Termination, a cash lump sum as set forth in subsection (b) below and the continued benefits set forth in subsection (c) below. For purposes of determining the benefits set forth in subsections (b) and (c), if the termination of the Participant's employment is for Good Reason after there has been a reduction of the Participant's Annual Salary, opportunity to earn Annual Bonuses, or other compensation or employee benefits, such reduction shall be ignored.

(b) The cash lump sum referred to in Section 4.2(a) is the aggregate of the following amounts:

(i) the sum of (1) the Participant's Annual Salary through the Date of Termination to the extent not theretofore paid, (2) the product of (x) the Annual Bonus Award and (y) a fraction, the numerator of which is the number of days in such year through the Date of Termination, and the denominator of which is 365, and (3) any accrued vacation pay, to the extent not theretofore paid and in full satisfaction of the rights of the Participant thereto;

(ii) an amount equal to the product of (1) the Participant's Multiple times (2) the sum of (x) the Participant's Annual Salary plus (y) the Participant's Annual Bonus Award; and

(iii) an amount equal to the difference between (a) the actuarial equivalent of the benefit under the qualified defined benefit retirement plans of the Employer in which the Participant participates (collectively, the "Retirement Plan") and any excess or supplemental retirement plans in which the Participant participates (collectively, the "SERP") which the Participant would receive if his or her employment continued during the Separation Period, assuming that the Participant's compensation during the Separation Period would have been equal to his or her compensation as in effect immediately before the termination or, if higher, on the Effective Date, and (b) the actuarial equivalent of the Participant's actual benefit (paid or payable), if any, under the Retirement Plan and the SERP as of the Date of Termination. The actuarial assumptions used for purposes of determining actuarial equivalence shall be no less favorable to the Participant than the more favorable of those in effect under the Retirement Plan and the SERP on the Date of Termination or the Date of the Change of Control.

(c) The continued benefits referred to above are as follows:

(i) during the Separation Period, the Participant and his or her family shall be provided with medical, dental and life insurance benefits as if the Participant's employment had not been terminated; provided, however, that if the Participant becomes reemployed with another employer and is eligible to receive medical or other welfare benefits under another employer-provided plan, the medical and other welfare benefits described herein shall be secondary to those provided under such other plan during such applicable period of eligibility. For purposes of determining eligibility (but not the time of commencement of benefits) of the Participant for retiree medical, dental and life insurance benefits under the Employer's plans, practices, programs and policies, the Participant shall be considered to have remained employed during the Separation Period and to have retired on the last day of such period; and

(ii) if the Participant's employment is terminated by the Company other than for Cause, the Company shall, at its sole expense as incurred, provide the Participant with outplacement services the scope and provider of which shall be selected by the Participant in his or her sole discretion (but at a cost to the Company of not more than \$30,000), provided that no such outplacement services shall be provided beyond the end of the second calendar year following the calendar year in which the Date of Termination occurs;

To the extent any benefits described in this Section 4.2(c) cannot be provided pursuant to the appropriate plan or program maintained for Employees, the Company shall provide such benefits outside such plan or program at no additional cost (including without limitation tax cost) to the Participant.

4.3 Other Benefits Payable. The cash lump sum and continuing benefits described in Section 4.2 above shall be payable in addition to, and not in lieu of, all other accrued or vested or earned but deferred compensation, rights, options or other benefits which may be owed to a Participant upon or following termination, including but not limited to accrued vacation or sick pay, amounts

or benefits payable under any bonus or other compensation plans, stock option plan, stock ownership plan, stock purchase plan, life insurance plan, health plan, disability plan or similar or successor plan, but excluding any severance pay or pay in lieu of notice required to be paid to such Participant under applicable law.

4.4 Certain Additional Payments by the Company.

(a) Anything in this Plan to the contrary notwithstanding and except as set forth below, in the event it shall be determined that any payment or distribution by the Company to or for the benefit of any Participant (whether paid or payable or distributed or distributable pursuant to the terms of this Plan or otherwise, but determined without regard to any additional payments required under this Section 4.4) (a "Payment") would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties are incurred by the Participant with respect to such excise tax (such excise tax, together with any such interest and penalties, are hereinafter collectively referred to as the "Excise Tax"), then the Participant shall be entitled to receive an additional payment (a "Gross-Up Payment") in an amount such that after payment by the Participant of all taxes (including any interest or penalties imposed with respect to such taxes), including, without limitation, any income taxes (and any interest and penalties imposed with respect thereto) and Excise Tax imposed upon the Gross-Up Payment, the Participant retains an amount of the Gross-Up Payment equal to the Excise Tax imposed upon the Payments. Notwithstanding the foregoing provisions of this Section 4, if it shall be determined that the Participant is entitled to a Gross-Up Payment, but that the Payments do not exceed 110% of the greatest amount (the "Reduced Amount") that could be paid to the Participant such that the receipt of Payments will not give rise to any Excise Tax, then no Gross-Up Payment shall be made to the Participant and the Payments, in the aggregate, shall be reduced to the Reduced Amount. In the event that the preceding sentence applies, the Payments shall be reduced first out of Payments which are not subject to Code Section 409A and, if necessary, then Payments which are subject to Code Section 409A shall be reduced, starting with the Payments which are to be paid on the latest future date, until the Payments have been reduced to the Reduced Amount.

(b) Subject to the provisions of Section 4.4(c), all determinations required to be made under this Section 4.4, including whether and when a Gross-Up Payment is required and the amount of such Gross-Up Payment and the assumptions to be utilized in arriving at such determination, shall be made by such certified public accounting firm, human resources consulting firm, or other consulting firm in the business of performing such calculations as may be designated by the Company (the "Consulting Firm"), which shall provide detailed supporting calculations both to the Company and the Participant. All fees and expenses of the Consulting Firm shall be borne solely by the Company. Any Gross-Up Payment, as determined pursuant to this Section 4.4, due upon a Change of Control or due upon the Participant's termination of employment shall be paid by the Company to the Participant no later than the last day of the calendar year following the calendar year in which the related taxes are remitted to the taxing authorities. Any determination by the Consulting Firm shall be binding upon the Company and the Participant. As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Consulting Firm hereunder, it is possible that Gross-Up Payments which will not have been made by the Company should have been made ("Underpayment"), consistent with the calculations required to be made hereunder. In the event that the Company exhausts its remedies pursuant to Section 4.4(c) and the Participant thereafter is required to make a payment of any Excise Tax, the Consulting Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be paid by the Company to or for the benefit of the Participant by the last day of the calendar year following the calendar year in which the taxes that are the subject of audit, litigation, or any claim by the Internal Revenue Service are remitted to the taxing authorities.

(c) The Participant shall notify the Company in writing of any claim by the Internal Revenue Service that, if successful, would require the payment by the Company of the Gross-Up Payment. Such notification shall be given as soon as practicable but no later than ten business days after the Participant is informed in writing of such claim and shall apprise the Company of the nature of such claim and the date on which such claim is requested to be paid. The Participant shall not pay such claim prior to the expiration of the 30-day period following the date on which it gives such notice to the Company (or such shorter period ending on the date that any payment of taxes with respect to such claim is due). If the Company notifies the Participant in writing prior to the expiration of such period that it desires to contest such claim, the Participant shall:

- (i) give the Company any information reasonably requested by the Company relating to such claim,
- (ii) take such action in connection with contesting such claim as the Company shall reasonably request in writing from time to time, including, without limitation, accepting legal representation with respect to such claim by an attorney reasonably selected by the Company,
- (iii) cooperate with the Company in good faith in order effectively to contest such claim, and
- (iv) permit the Company to participate in any proceedings relating to such claim;

provided, however, that the Company shall bear and pay directly all costs and expenses (including additional interest and penalties) incurred in connection with such contest and shall indemnify and hold the Participant harmless, on an after-tax basis, for any Excise Tax or income tax (including interest and penalties with respect thereto) imposed as a result of such representation and payment of costs and expenses. Without limitation on the foregoing provisions of this Section 4.4(c), the Company shall control all proceedings taken in connection with such contest and, at its sole option, may pursue or forgo any and all administrative appeals, proceedings, hearings and conferences with the taxing authority in respect of such claim and may, at its sole option, either direct the Participant to pay the tax claimed and sue for a refund or contest the claim in any permissible manner, and the Participant agrees to prosecute such contest to a determination before any administrative tribunal, in a court of initial jurisdiction and in one or more appellate courts, as the Company shall determine; provided, however, that if the Company directs the Participant to pay such claim and sue for a refund, to the extent permitted by law the Company shall advance the amount of such payment to the Participant, on an interest-free basis and shall indemnify and hold the Participant harmless, on an after-tax basis, from any Excise Tax or income tax (including interest or penalties with respect thereto) imposed with respect to such advance or with respect to any imputed income with respect to such advance; and further provided that any extension of the statute of limitations relating to payment of taxes for the taxable year of

the Participant with respect to which such contested amount is claimed to be due is limited solely to such contested amount. Furthermore, the Company's control of the contest shall be limited to issues with respect to which a Gross-Up Payment would be payable hereunder and the Participant shall be entitled to settle or contest, as the case may be, any other issue raised by the Internal Revenue Service or any other taxing authority.

(d) If, after the receipt by the Participant of an amount advanced by the Company pursuant to Section 4.4(c), the Participant becomes entitled to receive any refund with respect to such claim, the Participant shall (subject to the Company's complying with the requirements of Section 4.4(c)) promptly pay to the Company the amount of such refund (together with any interest paid or credited thereon after taxes applicable thereto). If, after the receipt by the Participant of an amount advanced by the Company pursuant to Section 4.4(c), a determination is made that the Participant shall not be entitled to any refund with respect to such claim and the Company does not notify the Participant in writing of its intent to contest such denial of refund prior to the expiration of 30 days after such determination, then such advance shall be forgiven and shall not be required to be repaid and the amount of such advance shall offset, to the extent thereof, the amount of Gross-Up Payment required to be paid.

4.5 Payment Obligations Absolute. The obligations of the Company and the other Employers to pay the separation benefits described in Section 4.2 and any additional payments described in Section 4.4 shall be absolute and unconditional and shall not be affected by any circumstances, including, without limitation, any set-off, counterclaim, recoupment, defense or other right which the Company or any of the other Employers may have against any Participant. In no event shall a Participant be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to a Participant under any of the provisions of this Plan, nor shall the amount of any payment hereunder be reduced by any compensation earned by a Participant as a result of employment by another employer, except as specifically provided in Section 4.2(c)(i).

ARTICLE V SUCCESSOR TO COMPANY

This Plan shall bind any successor of the Company, its assets or its businesses (whether direct or indirect, by purchase, merger, consolidation or otherwise), in the same manner and to the same extent that the Company would be obligated under this Plan if no succession had taken place.

In the case of any transaction in which a successor would not by the foregoing provision or by operation of law be bound by this Plan, the Company shall require such successor expressly and unconditionally to assume and agree to perform the Company's obligations under this Plan, in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place. The term "Company," as used in this Plan, shall mean the Company as hereinbefore defined and any successor or assignee to the business or assets which by reason hereof becomes bound by this Plan.

ARTICLE VI DURATION, AMENDMENT AND TERMINATION

6.1 Amendment or Termination. The Board may amend or terminate this Plan (including Schedule I) at any time; provided, that this Plan (including Schedule I) may not be terminated or amended (i) following a Change of Control, (ii) at the request of a

third party who has taken steps reasonably calculated to effect a Change of Control, or (iii) otherwise in connection with or in anticipation of a Change of Control, in any manner that could adversely affect the rights of any Participant. If a Change of Control occurs while this Plan is in effect, this Plan shall continue in full force and effect and shall not terminate or expire until after all Participants who become entitled to any payments hereunder shall have received such payments in full and all adjustments required to be made pursuant to Section 4.4 have been made.

6.2 Procedure for Amendment or Termination. Any Amendment or termination of this Plan by the Board in accordance with the foregoing shall be made by action of the Board in accordance with the Company's charter and by-laws and applicable law, and shall be evidenced by a written instrument signed by a duly authorized officer of the Company, certifying that the Board has taken such action.

ARTICLE VII MISCELLANEOUS

7.1 Legal Fees and Expenses. The Company shall pay as incurred all legal fees, costs of litigation, costs of arbitration, prejudgment interest, and other expenses which are incurred in good faith by the Participant as a result of the Company's refusal to provide the benefits to which the Participant becomes entitled under this Agreement, or as a result of the Company's (or any third party's) contesting the validity, enforceability, or interpretation of the Agreement, or as a result of any conflict between the parties pertaining to this Agreement; provided, however, that if the court (or arbitration panel, as applicable) determines that the Participant's claims were arbitrary and capricious, the Company shall have no obligation hereunder. This reimbursement provision shall apply for the lifetime of the Participant. Any reimbursement under this section must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred, and the right to reimbursement shall not be subject to liquidation or exchange for another benefit; provided, however, that if the court (or arbitration panel, as applicable) determines that the Participant's claims were arbitrary and capricious, the Participant shall be obligated to repay to the Company all expenses previously reimbursed under this Section 7.1 immediately at the time such determination has been made final and unappealable.

7.2 Employment Status. This Plan does not constitute a contract of employment, nor does it impose on the Participant or the Employers any obligation for the Participant to remain an Employee or change the status of the Participant's employment or the Employers' policies regarding termination of employment.

7.3 Named Fiduciary; Administration. The Company is the named fiduciary of the Plan, with full authority to control and manage the operation and administration of the Plan, acting through the Benefits Administration Committee.

7.4 Claim Procedure. If an Employee, former Employee or other person who believes that he or she is being denied a benefit to which he or she is entitled ("claimant"), or his or her duly authorized representative, makes a written request alleging a right to receive benefits under this Plan or alleging a right to receive an adjustment in benefits being paid under the Plan, the Company shall treat it as a claim for benefit. All claims for benefit under the Plan shall be sent to the Chief Executive Officer of the Company at Ameren Corporation, 1901 Chouteau Avenue, P.O. Box 66149, St. Louis, MO 63166, and must be received within 30 days after termination of employment.

(a) Claim Decision. Upon receipt of a claim, the Chief Executive Officer shall advise the claimant that a reply will be forthcoming within a reasonable period of time, but ordinarily not later than 90 days, and shall, in fact, deliver such reply within such period. However, the Chief Executive Officer may extend the reply period for an additional ninety days for reasonable cause. If the reply period will be extended, the Chief Executive Officer shall advise the claimant in writing during the initial 90-day period indicating the special circumstances requiring an extension and the date by which the Chief Executive Officer expects to render the benefit determination. If the Chief Executive Officer denies the claim, in whole or in part, the Chief Executive Officer will inform the claimant in writing of his or her determination and the reasons therefor in terms calculated to be understood by the claimant. The notice shall set forth the specific reasons for the denial, make specific reference to the pertinent Plan provisions on which the denial is based, and describe any additional material or information necessary for the claimant to perfect the claim and explain why such material or such information is necessary. Such notice shall, in addition, inform the claimant what procedure the claimant should follow to take advantage of the review procedures set forth below in the event the claimant desires to contest the denial of the claim, including a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following an adverse benefit determination on review and the time limits for requesting a review and for the actual review.

(b) Request for Review. The claimant may within 60 days thereafter request in writing that the Committee of the Board review the Chief Executive Officer's prior determination. Such request must be addressed to the Committee of the Board at Ameren Corporation, 1901 Chouteau Avenue, P.O. Box 66149, St. Louis, MO 63166. The claimant or his or her authorized representative may submit written comments, documents, records or other information relating to the denied claim, which shall be considered in the review without regard to whether such information was submitted or considered in the initial benefit determination. The claimant or his or her authorized representative shall be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information which (i) was relied upon by the Chief Executive Officer in making his or her initial claims decision, (ii) was submitted, considered or generated in the course of the Chief Executive Officer making his or her initial claims decision, without regard to whether such instrument was actually relied upon by the Chief Executive Officer in making his or her decision or (iii) demonstrates compliance by the Chief Executive Officer with the administrative processes and safeguards designed to ensure and to verify that benefit claims determinations are made in accordance with governing Plan documents and that, where appropriate, the Plan provisions have been applied consistently with respect to similarly situated claimants. If the claimant does not request a review of the Chief Executive Officer's determination within such 60-day period, he or she shall be barred and estopped from challenging such determination.

(c) Review of Decision. The Committee shall, within a reasonable period of time, ordinarily not later than 60 days, after the Committee's receipt of a request for review, review the Chief Executive Officer's prior determination. If special circumstances require that the 60-day time period be extended, the Committee will so notify the claimant within the initial 60-day period indicating the special circumstances requiring an extension and the date by which the Committee expects to render its decision on review, which shall be as soon as possible but not later than 120 days after receipt of the request for review. In the event that the Committee extends

the determination period on review due to a claimant's failure to submit information necessary to decide a claim, the period for making the benefit determination on review shall not take into account the period beginning on the date on which notification of extension is sent to the claimant and ending on the date on which the claimant responds to the request for additional information. The Committee has discretionary authority to determine a claimant's eligibility for benefits and to interpret the terms of the Plan. Benefits under the Plan will be paid only if the Committee decides in its discretion that the claimant is entitled to such benefits. The decision of the Committee shall be final and non-reviewable, unless found to be arbitrary and capricious by a court of competent review. Such decision will be binding upon the Company and the claimant. If the Committee makes an adverse benefit determination on review, the Committee will render a written opinion, using language calculated to be understood by the claimant, that sets forth the specific reasons for the denial, makes specific references to pertinent Plan provisions on which the denial is based and includes a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following the adverse benefit determination on such review. The opinion shall also include a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information which (i) was relied upon by the Committee in making its decision, (ii) was submitted, considered or generated in the course of the Committee making its decision, without regard to whether such instrument was actually relied upon by the Committee in making its decision, or (iii) demonstrates compliance by the Committee with its administrative processes and safeguards designed to ensure and to verify that benefit claims determinations are made in accordance with governing Plan documents, and that, where appropriate, the Plan provisions have been applied consistently with respect to similarly situated claimants.

7.5 Unfunded Plan Status. This Plan is intended to be an unfunded plan maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, within the meaning of Section 401 of ERISA. All payments pursuant to the Plan shall be made from the general funds of the Company and no special or separate fund shall be established or other segregation of assets made to assure payment. No Participant or other person shall have under any circumstances any interest in any particular property or assets of the Company as a result of participating in the Plan. Notwithstanding the foregoing, one or more of the Employers may (but shall not be obligated to) create one or more grantor trusts, the assets of which are subject to the claims of the Employers' creditors, to assist them in accumulating funds to pay their obligations under the Plan.

7.6 Validity and Severability. The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision of the Plan, which shall remain in full force and effect, and any prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

7.7 Governing Law. The validity, interpretation, construction and performance of the Plan shall in all respects be governed by the laws of Missouri, without reference to principles of conflict of law, except to the extent pre-empted by ERISA.

7.8 Specified Employees: Section 409A Compliance. To the extent necessary to comply with Code Section 409A, any payments due to a "specified employee" hereunder as a result of a separation from service will, to the extent required by Code Section 409A,

be payable no earlier than six months following such specified employee's separation from service. The terms "specified employee" and "separation from service" shall be interpreted in accordance with the resolution of the Board defining such terms. This Plan shall be interpreted in a manner so as to be consistent with Code Section 409A and the regulations thereunder to the extent applicable to payments and benefits provided hereunder.

SCHEDULE I
CHANGE OF CONTROL
SEVERANCE PLAN PARTICIPANTS

Benefit Level - 3	
Baxter, Warner L.	Moehn, Michael
Cisel, Scott A.	Naslund, Charles D.
Cole, Daniel F.	Nelson, Gregory L.
Heflin, Adam C.	Rainwater, Gary L.
Lyons, Martin J.	Sullivan, Steven R.
Mark, Richard J.	Voss, Thomas R.
Martin, Donna K.	

Benefit Level - 2	
Barnes, Lynn M.	Mosier, Don M.
Birdsong, Jerre E.	Mueller, Michael G.
Birk, Mark C.	Neff, Robert K.
Borkowski, Maureen A.	Nelson, Craig D.
Brawley, Mark	Ogden, Stan E.
Bremer, Charles A.	Pate, Ron D.
Cissell, Richard C.	Power, Joseph M.
Diya, Fadi M.	Prebil, William J.
Evans, Ronald K.	Schepers, David J.
Fey, John R.	Schukar, Shawn E.
Foss, Karen C.	Serri, Andrew M.
Glaeser, Scott A.	Simpson, Jerry L.
Herrmann, Timothy E.	Sobule, James A.
Iselin, Christopher A.	Steinke, Bruce A.
Kidwell, Stephen M.	Weisenborn, Dennis W.
Lindgren, Mark C.	Zdellar, Ronald C.
Menne, Michael L.	

**FIRST AMENDMENT TO THE
AMEREN SUPPLEMENTAL RETIREMENT PLAN**

WHEREAS, Ameren Corporation ("Ameren") previously adopted the Ameren Supplemental Retirement Plan ("Plan"); and

WHEREAS, Ameren previously acquired Central Illinois Light Company ("CILCO") and became the sponsor of the CILCO Benefit Replacement Plan ("BRP"); and

WHEREAS, Ameren reserved the right to amend the Plan and the BRP; and

WHEREAS, Ameren desires to merge the BRP into the Plan effective November 1, 2008;

NOW THEREFORE, effective November 1, 2008, the BRP is merged into the Plan, and the Plan is amended by adding a new Schedule B as attached hereto; and

RESOLVED FURTHER, the terms of the BRP in effect prior to the merger shall continue to apply with respect to a participant who terminated employment prior to January 1, 2005, and the benefits of such participants shall be "grandfathered" for purposes of Section 409A of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, this Amendment is executed as of the date below.

AMEREN CORPORATION

By: /s/ Donna K. Martin

Title: SVP & CHRO

Date: 10-24-08

SCHEDULE B

CILCO BENEFIT REPLACEMENT PLAN BENEFITS

Effective November 1, 2008, the CILCO BRP is merged into the Plan. An individual who is a Participant under the CILCO BRP on such date ("CILCO Participant") shall become a Participant in the Plan on such date, and his or her benefits under the Plan shall be determined in accordance with the terms of the Plan, subject to the following provisions:

- In lieu of the death benefits described in Section 3.3, upon the death of a CILCO Participant before termination of employment, if he or she leaves a surviving spouse to whom he or she had been continuously married for the one-year period ending on the date of his or her death, his or her spouse shall be entitled to a death benefit equal to (a) the monthly benefit which would have been payable to the surviving spouse as a pre-retirement death benefit under the CILCO Salaried Supplement without regard to any limitations described in Section 2.1(a) of the Plan, minus (b) the monthly pre-retirement death benefit actually payable to the surviving spouse under the CILCO Salaried Supplement. Such benefit shall be paid at the time and in the form described in Section 3.3 of the Plan.
- In addition to the forms of payment described in Section 3.4B, a CILCO Participant may elect, in accordance with the terms of Section 3.4, to receive his or her benefit upon termination of employment in the form of an annuity option available under the CILCO Salaried Supplement (or its successor document) under the Retirement Plan.

Ameren Corporation
Computation of Ratio of Earnings to Fixed Charges
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$ 529,884	\$ 605,725	\$ 546,738	\$ 617,804	\$ 605,189
Less- Change in accounting principle	—	(22,135)	—	—	—
Less- Minority interest	(4,201)	(3,231)	(27,135)	(27,266)	(28,422)
Add- Taxes based on income	282,558	356,016	283,825	330,141	326,736
Net income before income taxes, change in accounting principle and minority interest	816,643	987,107	857,698	975,211	960,347
Add- fixed charges:					
Interest on long term debt	269,868	297,822	345,410	421,406 ⁽¹⁾	440,507 ⁽¹⁾
Estimated interest cost within rental expense	3,185	4,208	4,081	5,020	6,510
Amortization of net debt premium, discount, and expenses	12,983	14,687	15,341	18,638	19,716
Subsidiary preferred stock dividends	11,089	12,745	10,936	10,871	10,357
Adjust preferred stock dividends to pre-tax basis	5,913	7,227	5,565	5,709	5,497
Total fixed charges	303,038	336,689	381,333	461,644	482,587
Less- Adjustment of preferred stock dividends to pre-tax basis	5,913	7,227	5,565	5,709	5,497
Earnings available for fixed charges	\$1,113,768	\$1,316,569	\$1,233,466	\$1,431,146	\$1,437,437
Ratio of earnings to fixed charges	3.67	3.91	3.23	3.10	2.97

⁽¹⁾ Includes FIN 48 interest expense

Union Electric Company
Computation of Ratios of Earnings to Fixed Charges and Combined
Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$378,670	\$351,770	\$348,806	\$341,966	\$250,998
Less- Income from equity investee	5,098	6,463	54,285	54,545	10,948
Add- Taxes based on income	207,641	193,156	183,867	139,782	133,514
Net income before income taxes, change in Accounting principle and income from equity investee	581,213	538,463	478,388	427,203	373,564
Add- fixed charges:					
Interest on long term debt	103,338	120,899	176,088	203,456 ⁽¹⁾	205,314 ⁽¹⁾
Estimated interest cost within rental expense	2,790	2,528	2,754	2,540	3,533
Amortization of net debt premium, discount, and expenses	5,168	5,278	5,468	5,634	6,226
Total fixed charges	111,296	128,705	184,310	211,630	215,073
Earnings available for fixed charges	692,509	667,168	662,698	638,833	588,637
Ratio of earnings to fixed charges	6.22	5.18	3.59	3.01	2.73
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	5,941	5,941	5,941	5,941	5,941
Adjustment to pre-tax basis	2,891	2,896	3,244	2,429	3,160
	8,832	8,837	9,185	8,370	9,101
Combined fixed charges and preferred stock dividend requirements	\$120,128	\$137,542	\$193,495	\$220,000	\$224,174
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	5.76	4.85	3.42	2.90	2.62

⁽¹⁾ Includes FIN 48 interest expense

Central Illinois Public Service Company
Computation of Ratios of Earnings to Fixed Charges and Combined
Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$32,463	\$42,998	\$37,372	\$16,535	\$14,739
Add- Taxes based on income	16,135	24,596	15,539	9,322	5,199
Net income before income taxes	48,598	67,594	52,911	25,857	19,938
Add- fixed charges:					
Interest on long term debt	31,372	28,969	29,932	36,670 ⁽¹⁾	29,422 ⁽¹⁾
Estimated interest cost within rental expense	—	—	726	899	760
Amortization of net debt premium, discount, and expenses	903	953	1,025	1,105	1,024
Total fixed charges	32,275	29,922	31,683	38,674	31,206
Earnings available for fixed charges	80,873	97,516	84,594	64,531	51,144
Ratio of earnings to fixed charges	2.50	3.25	2.67	1.66	1.63
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	2,512	2,512	2,512	2,512	2,512
Adjustment to pre-tax basis	1,248	1,437	1,045	1,416	886
	3,760	3,949	3,557	3,928	3,398
Combined fixed charges and preferred stock dividend requirements	\$36,035	\$33,871	\$35,240	\$42,602	\$34,604
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	2.24	2.87	2.40	1.51	1.47

⁽¹⁾ Includes FIN 48 interest expense

Ameren Energy Generating Company
Computation of Ratio of Earnings to Fixed Charges
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$107,292	\$ 96,732	\$ 48,929	\$124,894	\$175,450
Less- Change in accounting principle	—	(15,600)	—	—	—
Add- Taxes based on income	64,245	72,433	21,955	77,799	100,005
Net income before income taxes and change in accounting principle	171,537	184,765	70,884	202,693	275,455
Add- fixed charges:					
Interest on long term debt	93,118	71,720	59,070	54,783 ⁽¹⁾	54,153 ⁽¹⁾
Estimated interest cost within rental expense	—	—	107	164	228
Amortization of net debt premium, discount, and expenses	1,497	1,345	586	586	760
Total fixed charges	94,615	73,065	59,763	55,533	55,141
Earnings available for fixed charges	<u>\$266,152</u>	<u>\$257,830</u>	<u>\$130,647</u>	<u>\$258,226</u>	<u>\$330,596</u>
Ratio of earnings to fixed charges	<u>2.81</u>	<u>3.52</u>	<u>2.18</u>	<u>4.64</u>	<u>5.99</u>

⁽¹⁾ Includes FIN 48 interest expense

CILCORP INC.
Computation of Ratio of Earnings to Fixed Charges
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$10,367	\$ 3,222	\$ 21,004	\$ 49,402	\$ 43,542
Less- Change in accounting principle	—	(2,497)	—	—	—
Add- Taxes based on income (benefit)	(8,526)	(3,164)	(10,944)	21,018	19,411
Net income before income taxes and change in accounting principle	1,841	2,555	10,060	70,420	62,953
Add- fixed charges:					
Interest on long term debt	51,992	50,562	51,574	62,824 ⁽¹⁾	53,592 ⁽¹⁾
Estimated interest cost within rental expense	395	390	289	343	430
Amortization of net debt premium, discount, and expenses	767	693	801	1,322	1,428
Subsidiary preferred stock dividends	2,062	1,988	1,933	1,869	1,354
Adjust preferred stock dividends to pre-tax basis	346	1,293	(1,007)	812	604
Total fixed charges	55,562	54,926	53,590	67,170	57,408
Less: Adjustment of preferred stock dividends to pre-tax basis	346	1,293	(1,007)	812	604
Earnings available for fixed charges	\$57,057	\$56,188	\$ 64,657	\$136,778	\$119,757
Ratio of earnings to fixed charges	1.02	1.02	1.20	2.03	2.08

⁽¹⁾ Includes FIN 48 interest expense

Central Illinois Light Company
Computation of Ratios of Earnings to Fixed Charges and Combined
Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Net income from continuing operations	\$32,384	\$25,296	\$47,012	\$ 75,984	\$ 69,638
Less- Change in accounting principle	—	(2,497)	—	—	—
Add- Taxes based on income	5,450	16,357	9,966	39,195	38,673
Net income before income taxes and change in accounting principle	37,834	44,150	56,978	115,179	108,311
Add- fixed charges:					
Interest on long term debt	15,179	13,918	18,044	26,071 ⁽¹⁾	19,724 ⁽¹⁾
Estimated interest cost within rental expense	395	390	289	343	429
Amortization of net debt premium, discount, and expenses	611	473	705	1,065	1,112
Total fixed charges	16,185	14,781	19,038	27,479	21,265
Earnings available for fixed charges	54,019	58,931	76,016	142,658	129,576
Ratio of earnings to fixed charges	3.33	3.98	3.99	5.19	6.09
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	2,062	1,998	1,933	1,869	1,354
Adjustment to pre-tax basis	346	1,293	410	977	752
	2,408	3,291	2,343	2,846	2,106
Combined fixed charges and preferred stock dividend requirements	\$18,593	\$18,072	\$21,381	\$ 30,325	\$ 23,371
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	2.90	3.26	3.55	4.70	5.54

⁽¹⁾ Includes FIN 48 interest expense

Illinois Power Company
Computation of Ratios of Earnings to Fixed Charges and Combined
Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2004 ⁽¹⁾	2005	2006	2007	2008
Net income from continuing operations	\$137,538	\$ 97,039	\$ 56,659	\$ 25,780	\$ 4,970
Add- Taxes based on income	87,591	65,171	37,246	15,341	4,746
Net income before income taxes	225,129	162,210	93,905	41,121	9,716
Add- fixed charges:					
Interest on long term debt	112,616	41,028	46,167	69,085 ⁽²⁾	91,143 ⁽²⁾
Estimated interest cost within rental expense	1,696	1,290	205	234	701
Amortization of net debt premium, discount, expenses and losses	18,772	2,315	3,537	8,454	8,922
Total fixed charges	133,084	44,633	49,909	77,773	100,766
Earnings available for fixed charges	358,213	206,843	143,814	118,894	110,482
Ratio of earnings to fixed charges	2.69	4.63	2.88	1.52	1.09
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	2,294	2,294	2,294	2,294	2,294
Adjustment to pre-tax basis	1,461	1,542	1,508	1,365	2,191
	3,755	3,836	3,802	3,659	4,485
Combined fixed charges and preferred stock dividend requirements	\$136,839	\$ 48,469	\$ 53,711	\$ 81,432	\$105,251
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	2.61	4.26	2.67	1.46	1.04

⁽¹⁾ Ameren Corporation purchased Illinois Power Company on September 30, 2004, amounts include combined predecessor and successor financial information.

⁽²⁾ Includes FIN 48 interest expense

**SUBSIDIARIES OF AMEREN CORPORATION
AT DECEMBER 31, 2008**

<u>Name</u>	<u>State or Jurisdiction of Organization</u>
Ameren Corporation	Missouri
Ameren Development Company	Missouri
Enporion, Inc. (21% interest)	Delaware
Missouri Central Railroad Company	Delaware
CIPSCO Leasing Company	Illinois
Gateway Energy Systems, L.C. (89.1% interest)	Missouri
Gateway Energy WGK Project, L.L.C.	Illinois
Ameren Energy Resources Company, LLC	Delaware
Ameren Energy Generating Company	Illinois
Coffeen and Western Railroad Company	Illinois
Ameren Energy Marketing Company	Illinois
Illinois Materials Supply Co.	Illinois
Electric Energy, Inc. (80% interest)	Illinois
Midwest Electric Power Inc.	Illinois
Joppa and Eastern Railroad Company	Illinois
Met South, Inc.	Illinois
Massac Enterprises LLC	Illinois
AmerenEnergy Medina Valley Cogen, L.L.C.	Illinois
Ameren Energy Fuels and Services Company	Illinois
Ameren Illinois Transmission Company	Illinois
Ameren Services Company	Missouri
Central Illinois Public Service Company, d/b/a AmerenCIPS	Illinois
CILCORP Inc.	Illinois
Central Illinois Light Company, d/b/a AmerenCILCO	Illinois
AmerenEnergy Resources Generating Company	Illinois
CLC Aircraft Leasing LLC	Delaware
QST Enterprises Inc.	Illinois
ESE Land Corporation	Illinois
California/Nevada Development L.L.C. (15% interest)	Delaware
Energy Risk Assurance Company	Vermont
Missouri Energy Risk Assurance Company LLC	Missouri
Illinois Power Company, d/b/a AmerenIP	Illinois
Illinois Power Securitization Limited Liability Company*	Delaware
Illinois Power Special Purpose Trust*	Delaware
Union Electric Company, d/b/a AmerenUE	Missouri
Fuelco LLC (33.33% interest)	Delaware

Subsidiaries not included on this list, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 2008.

* Dissolved February 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-152046, 333-155416, 333-155416-04 and 333-155416-05) and the Registration Statements on Form S-8 (Nos. 333-50793, 333-133998 and 333-136971) of Ameren Corporation of our report dated March 2, 2009 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
St. Louis, Missouri
March 2, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-151432 and 333-151432-01) of Union Electric Company of our report dated March 2, 2009 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

PricewaterhouseCoopers LLP

St. Louis, Missouri

March 2, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-03) of Central Illinois Public Service Company of our report dated March 2, 2009 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
St. Louis, Missouri
March 2, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-02) and the Registration Statement on Form S-4 (No. 333-151014) of Ameren Energy Generating Company of our report dated March 2, 2009 relating to the financial statements, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
St. Louis, Missouri
March 2, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-01) of Central Illinois Light Company of our report dated March 2, 2009 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
St. Louis, Missouri
March 2, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-06) and the Registration Statements on Form S-4 (Nos. 333-149502, 333-150973 and 333-156606) of Illinois Power Company of our report dated March 2, 2009 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
St. Louis, Missouri
March 2, 2009

POWER OF ATTORNEY

WHEREAS, AMEREN CORPORATION, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Gary L. Rainwater and/or Warner L. Baxter and/or Thomas R. Voss and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Stephen F. Brauer, Director	<u>/s/ Stephen F. Brauer</u>
Susan S. Elliott, Director	<u>/s/ Susan S. Elliott</u>
Walter J. Galvin, Director	<u>/s/ Walter J. Galvin</u>
Gayle P. W. Jackson, Director	<u>/s/ Gayle P. W. Jackson</u>
James C. Johnson, Director	<u>/s/ James C. Johnson</u>
Charles W. Mueller, Director	<u>/s/ C. W. Mueller</u>
Douglas R. Oberhelman, Director	<u>/s/ Douglas R. Oberhelman</u>
Harvey Saligman, Director	<u>/s/ Harvey Saligman</u>
Patrick T. Stokes, Director	<u>/s/ Patrick T. Stokes</u>
Jack D. Woodard, Director	<u>/s/ Jack D. Woodard</u>

STATE OF MISSOURI)
) SS.
 CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Ameren Corporation, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon

CAROLYN J. SHANNON

Notary Public- Notary Seal

STATE OF MISSOURI- ST. LOUIS COUNTY

Commission #08383284

My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, UNION ELECTRIC COMPANY, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Thomas R. Voss and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Adam C. Heflin

/s/ Adam C. Heflin

Richard J. Mark, Director

/s/ Richard J. Mark

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Union Electric Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon
CAROLYN J. SHANNON
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #08383284
My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, CENTRAL ILLINOIS PUBLIC SERVICE COMPANY, an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Scott A. Cisel and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Central Illinois Public Service Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon
CAROLYN J. SHANNON
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #08383284
My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, AMEREN ENERGY GENERATING COMPANY, an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Charles D. Naslund and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Ameren Energy Generating Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon
CAROLYN J. SHANNON
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #08383284
My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, CILCORP Inc., an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Gary L. Rainwater and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Patrick T. Stokes, Director

/s/ Patrick T. Stokes

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of CILCORP Inc., known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon
CAROLYN J. SHANNON
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #08383284
My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, CENTRAL ILLINOIS LIGHT COMPANY, an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Scott A. Cisel and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Central Illinois Light Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon

CAROLYN J. SHANNON

Notary Public – Notary Seal

STATE OF MISSOURI – ST. LOUIS COUNTY

Commission #08383284

My Commission Expires 03/02/2012

POWER OF ATTORNEY

WHEREAS, ILLINOIS POWER COMPANY, an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2008; and

WHEREAS, each of the below undersigned is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Scott A. Cisel and/or Warner L. Baxter and/or Steven R. Sullivan and/or Martin J. Lyons and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 13th day of February 2009:

Daniel F. Cole, Director

/s/ Daniel F. Cole

Steven R. Sullivan, Director

/s/ Steven R. Sullivan

STATE OF MISSOURI)
D) SS.
CITY OF ST. LOUIS)

On this 13th day of February, 2009, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Illinois Power Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ Carolyn J. Shannon
CAROLYN J. SHANNON
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #08383284
My Commission Expires 03/02/2012

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF AMEREN CORPORATION
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Gary L. Rainwater, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Gary L. Rainwater

Gary L. Rainwater
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF AMEREN CORPORATION
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ WARNER L. BAXTER

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF UNION ELECTRIC COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Thomas R. Voss, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Union Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ THOMAS R. VOSS

Thomas R. Voss
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF UNION ELECTRIC COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Union Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Scott A. Cisel, certify that:

1. I have reviewed this report Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Public Service Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Public Service Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF AMEREN ENERGY GENERATING COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Charles D. Naslund, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Energy Generating Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Charles D. Naslund

Charles D. Naslund
Chairman and President
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF AMEREN ENERGY GENERATING COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Energy Generating Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF CILCORP INC.
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Gary L. Rainwater, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of CILCORP Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Gary L. Rainwater

Gary L. Rainwater
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF CILCORP INC.
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of CILCORP Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF CENTRAL ILLINOIS LIGHT COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Scott A. Cisel, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Light Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF CENTRAL ILLINOIS LIGHT COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Light Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF ILLINOIS POWER COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Scott A. Cisel, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Illinois Power Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF ILLINOIS POWER COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2008 of Illinois Power Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
AMEREN CORPORATION
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Corporation (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Gary L. Rainwater

Gary L. Rainwater
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
UNION ELECTRIC COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Union Electric Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Thomas R. Voss

Thomas R. Voss
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Public Service Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
AMEREN ENERGY GENERATING COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Ameren Energy Generating Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Charles D. Naslund

Charles D. Naslund
Chairman and President
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
CILCORP INC.
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of CILCORP Inc. (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Gary L. Rainwater

Gary L. Rainwater
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
CENTRAL ILLINOIS LIGHT COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Central Illinois Light Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

SECTION 1350 CERTIFICATION OF
ILLINOIS POWER COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2008 of Illinois Power Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 2, 2009

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

/s/ Warner L. Baxter

Warner L. Baxter
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Investor Information

COMMON STOCK AND DIVIDEND INFORMATION

Ameren's common stock is listed on the New York Stock Exchange (ticker symbol: AEE). Ameren began trading on January 2, 1998, following the merger of Union Electric Company and CIPSCO Inc. on December 31, 1997. Ameren common shareholders of record totaled 72,518 on December 31, 2008. The following table provides the closing price ranges and dividends paid per Ameren common share for each quarter during 2008 and 2007.

AEE 2008

Quarter Ended	High	Low	Close	Dividends Paid
March 31	\$54.29	\$40.92	\$44.04	63 1/2¢
June 30	48.39	41.34	42.23	63 1/2¢
September 30	43.16	38.49	39.03	63 1/2¢
December 31	39.15	25.51	33.26	63 1/2¢

AEE 2007

Quarter Ended	High	Low	Close	Dividends Paid
March 31	\$55.00	\$48.56	\$50.30	63 1/2¢
June 30	55.00	48.23	49.01	63 1/2¢
September 30	53.89	47.10	52.50	63 1/2¢
December 31	54.74	51.81	54.21	63 1/2¢

ANNUAL MEETING

The annual meeting of Ameren Corporation shareholders will convene at 9 a.m. (Central Time), Tuesday, April 28, 2009, at the Chase Park Plaza Hotel, Khorassan Ballroom, 212 N. Kingshighway Blvd., St. Louis, Missouri. The annual shareholder meetings of Central Illinois Light Company, Central Illinois Public Service Company, Illinois Power Company and Union Electric Company will be held at the same time.

DRPLUS

Any person of legal age or entity, whether or not an Ameren shareholder, is eligible to participate in DRPlus, Ameren's dividend reinvestment and stock purchase plan. Participants can:

- make cash investments by check or automatic direct debit to their bank accounts to purchase Ameren common stock, totaling up to \$120,000 annually;
- reinvest their dividends in Ameren common stock or receive Ameren dividends in cash; and
- place Ameren common stock certificates in safekeeping and receive regular account statements.

For more information about DRPlus, you may obtain a prospectus from the company's Investor Services representatives.

DIRECT DEPOSIT OF DIVIDENDS

All registered Ameren common, and Central Illinois Light Company, Central Illinois Public Service Company, Illinois Power Company and Union Electric Company preferred shareholders can have their cash dividends automatically deposited to their bank accounts. This service gives shareholders immediate access to their dividend on the dividend payment date and eliminates the possibility of lost or stolen dividend checks.

CORPORATE GOVERNANCE DOCUMENTS

Ameren makes available, free of charge through its Web site (www.ameren.com), the charters of the board of directors, audit and risk committee, human resources committee, nominating and corporate governance committee, nuclear oversight committee, finance committee and public policy committee. Also available on Ameren's Web site are its corporate governance guidelines, director nomination policy, communications to the board of directors policy, policy and procedures with respect to related person transactions, Code of Business Conduct (referred to as the "Corporate Compliance Policy") and its Code of Ethics for principal executive and senior financial officers. These documents are also available in print, free of charge upon written request, from the Office of the Secretary, Ameren Corporation, P.O. Box 66149, Mail Code 1370, St. Louis, MO 63166-6149. Ameren also makes available, free of charge through its Web site, the company's annual reports on SEC Form 10-K, quarterly reports on SEC Form 10-Q and its current reports on SEC Form 8-K, filed with the Securities and Exchange Commission, including any chief executive officer and chief financial officer certifications required to be filed therewith.

ONLINE STOCK ACCOUNT ACCESS

Ameren's Web site (www.ameren.com) allows registered shareholders to access their account information online. Shareholders can securely change their reinvestment options, view account summaries, receive DRPlus statements and more through the Web site. This is a free service.

INVESTOR SERVICES

Ameren's Investor Services representatives are available to help you each business day from 8:00 a.m. to 4:00 p.m. (Central Time). Please write or call:

Ameren Services Company, Investor Services, P.O. Box 66887, St. Louis, MO 63166-8887, Phone: 314-554-3502 or toll-free: 800-255-2237. Email: invest@ameren.com

TRANSFER AGENT, REGISTRAR AND PAYING AGENT

The Transfer Agent, Registrar and Paying Agent for Ameren common stock and Central Illinois Light Company, Central Illinois Public Service Company, Illinois Power Company and Union Electric Company preferred stock is Ameren Services Company.

OFFICE

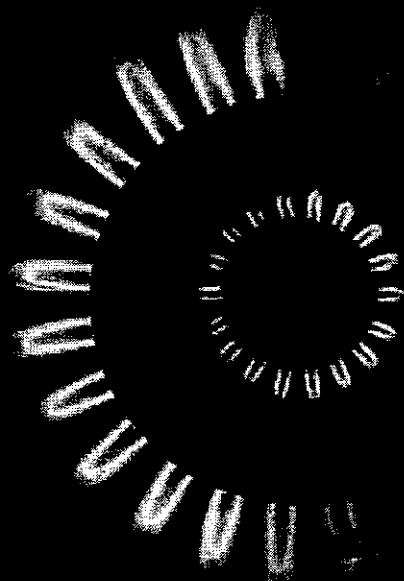
Ameren Corporation
One Ameren Plaza
1901 Chouteau Avenue
St. Louis, MO 63103
314-621-3222

EXTEND YOUR DIVIDEND TAX RATE REDUCTION

In 2003, Congress passed an important law—the Jobs and Growth Tax Reconciliation Act of 2003, which, as amended, expires in 2010 unless extended by Congress. The law reduced to 15 percent the maximum individual tax rate on qualified dividends. Prior to enactment of this law, the maximum tax rate on dividend income was 38.6 percent.

The dividend tax rate reduction is achieving highly favorable results. The law promotes economic growth and benefits the millions of Americans who depend on dividend income.

To encourage Congress to extend the dividend tax reduction, visit www.defendmydividend.org and let your congressional representative know you are interested in extending the dividend tax rate reduction to encourage Americans to continue investing and drive U.S. economic growth.



P.O. BOX 66149 | ST. LOUIS, MO | 63166-6149 | WWW.AMEREN.COM

