

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Union)	
Electric Company d/b/a AmerenUE for an)	
Order Authorizing the Issue and Sale of up)	Case No. EF-2003-0514
to \$1,500,000,000 Aggregate Principal Amount)	
of Additional Long-Term Indebtedness.)	

REPORT

TO THE MISSOURI PUBLIC SERVICE COMMISSION:

Pursuant to ORDERED: C and E of the Order Granting Application For Authority To Issue And Sell Additional Indebtedness issued on June 24, 2003 and effective July 4, 2003, Union Electric Company d/b/a AmerenUE ("AmerenUE" or the "Company") hereby reports as follows:

1. On June 24, 2003, the Commission entered its Order Granting Application For Authority To Issue And Sell Additional Indebtedness (the "Order") authorizing AmerenUE, among other things, to issue and sell up to \$1,050,000,000 aggregate principal amount of long-term debt. ORDERED: C and E of the Order requires the Company to file with the Commission: (a) a report of the final terms and conditions of each series of securities as they are issued, including, but not limited to, the aggregate principal amount to be sold or borrowed, price information, estimated expenses, portion subject to fee schedule, and the loan or indenture agreement concerning each issuance (Ordered: C), and (b) any information concerning communication with credit rating agencies concerning each issuance (Ordered: E).
2. On January 27, 2005, the closing was held for the sale by the Company of its \$85,000,000 principal amount 5.00% Senior Secured Notes due 2020 (the "Senior Secured Notes"). Concurrently with the issuance of the Senior Secured Notes, the Company issued a series of first mortgage bonds - First Mortgage Bonds, Senior Notes Series HH (the "Series HH First Mortgage Bonds") with terms identical to the Senior Secured Notes. The Senior Secured Notes will be secured by the Series HH First Mortgage Bonds (to be held by a trustee) until the date at which all of the Company's first mortgage bonds issued under its first mortgage indenture are retired through payment, redemption or otherwise. Upon this date, the Senior Secured Notes will cease to be secured by the Series HH First Mortgage Bonds (which will be cancelled) and will become senior unsecured obligations.

The Senior Secured Notes were sold to the underwriters listed below for further sale to the public. Additional terms of the Senior Secured Notes to which the Company's obligation is subject are as follows:

Maturity	February 1, 2020 (15 years)
Public Offering Price	\$84,326,800 (99.208%) *
Underwriting Commission	\$ 637,500 (0.750%) *
Underwriters	Banc of America Securities LLC Wachovia Capital Markets, LLC
Interest Rate	5.00%
Redemption Provisions	Make-whole provision, Treasury + 0.15%
Estimated Other Expenses	\$250,000
Portion Subject to Fee Schedule	None as proceeds were used entirely to refund, discharge or retire outstanding evidences of indebtedness

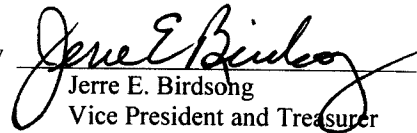
*expressed as a percentage of the principal amount

3. The Senior Secured Notes were issued under an indenture dated August 15, 2002 between AmerenUE and the The Bank of New York, as trustee, a copy of which was attached as Exhibit 3 to AmerenUE's application in this case. The Series HH First Mortgage Bonds were issued under a Supplemental Indenture dated January 1, 2005 to the Indenture of Mortgage and Deed of Trust dated June 15, 1937, as amended and supplemented, between AmerenUE and The Bank of New York, as trustee, a copy of which is attached hereto as Appendix A.
4. Credit ratings letters received from Moody's Investors Service, Standard & Poor's Rating Services and Fitch Ratings in connection with the offering of the Senior Secured Notes are attached hereto as Appendix B.
5. AmerenUE's prior indebtedness to be refinanced by the Senior Secured Notes are the Company's \$85,000,000 principal amount 7 3/8% first mortgage bonds which matured December 15, 2004 (the "7 3/8% Bonds") by reducing short-term debt, in an amount equivalent to the net proceeds (after deduction of underwriters' fees) received by AmerenUE from the issuance of the Senior Secured Notes, temporarily incurred to fund such maturity pending the closing of the Senior Secured Notes.
6. Although the Company is effectively refinancing the maturity of the 7 3/8% Bonds, savings will result from the new indebtedness incurred to finance the maturity of this prior indebtedness. The interest rate on the Senior Secured Notes, 5.00%, is 237.5 basis points less than that of the 7 3/8% Bonds. This interest rate differential equates to about \$2.0 million ($\$85,000,000 \times 2.375\%$) of annual interest savings on a pre-tax basis..

Dated at St. Louis, Missouri, this 28th day of January, 2005.

UNION ELECTRIC COMPANY
d/b/a AmerenUE

By


Jerre E. Birdsong
Vice President and Treasurer